

Tressler LLP

Steven B. Adams
312.627.4040
sbadams@tresslerllp.com

Attorneys at Law
234 South Wacker Drive
22nd Floor
Chicago, Illinois 60606
(312) 627-4000
Fax: (312) 627-1717
www.tresslerllp.com

February 10, 2014

VIA ELECTRONIC MAIL ONLY

Mr. Michael Benard
Executive Director
Wheaton Park District
102 E. Wesley
Wheaton, Illinois 60187
E-Mail: mbenard@wheatonparks.org

Mr. Will Grosch
Play For All Playground and Garden
855 West Prairie Avenue
Wheaton, IL 60187
E-Mail: wgrosch@cbwge.com

Re: Incorporation of Play For All Playground and Garden/ Consent to Dual Representation and Waiver of Conflicts of Interest

Gentlemen:

Tressler LLP currently acts as general outside legal counsel to both the Wheaton Park District (the "Park District") and to the Play For All Playground and Garden ("PFA"). PFA is a not for profit organization formed to support construction of a sensory garden and playground in Wheaton, Illinois (the "Project"). PFA has retained Tressler LLP to represent it for the limited purpose of incorporating it as an Illinois not-for-profit corporation and to secure tax exempt status pursuant to Section 501c3 of the Internal Revenue Code. Providing services pursuant to this limited undertaking representation will require Tressler to draft various documents, to give legal advice and to render opinions. Tressler may also be called upon to assist the Park District in the negotiation of the funding and construction of the Project ("Issues").

In accordance with Tressler LLP's professional responsibilities to its clients, this letter discloses the possible advantages and risks and potential conflicts of interest presented by common representation, and by this letter we request your agreement, authorization and consent to such representation.

Based on information received from you and the nature of the Issues, we believe: (a) our representation of PFA with respect to the Issues will not be materially adversely affected or limited by our

representation of or responsibilities to the Park District relative to the Issues or any other matters (b) our representation of the Park District with respect to the Issues will not be materially adversely affected or limited by our representation of or responsibilities to the PFA relative to the Issues or any other matters.

Notwithstanding the foregoing, however, we must emphasize that, as with any dual representation, we cannot conclude with certainty that no areas of conflict will arise in the future, particularly as related to the nature, extent and timing of disclosure of certain information to each of your governing bodies, or that in representing the interests of the Park District and PFA, the advice given may be adverse to either the interests of PFA or the Park District.

It is also important that you each also understand, acknowledge and agree that, while you are of course free to disagree with and to disregard our counsel, we have no responsibility or liability for the consequence of such disregard.

In the event we determine that there exists a conflict or a possible conflict in our ability to represent the Park District and PFA with respect to the captioned matters, we will discuss it with you, and we reserve the right to terminate our representation of the Park District or PFA, or both of you, with respect to the Issues, and each of you agree that we shall have no liability to either of you because of such termination of representation.

As a condition of our dual representation of both agencies for the purpose of the Issues we will need each of you to cause this letter to be executed by a duly authorized representative where indicated below, thereby acknowledging and confirming your understanding of the dual representation caveats above, your agreement and consent for our firm to represent both organizations with respect to the Issues and your waiver of any conflict of interest in our so doing, as provided above, and that you have entered into this letter agreement without obligation to do so and without compulsion or undue influence having been exerted upon you by Tressler LLP or any of its partners, associates or any other person or organization.

Very truly yours,


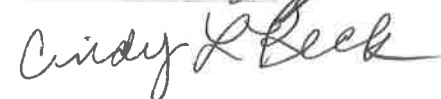

Steven B. Adams

Acknowledged and agreed:

PLAY FOR ALL PLAYGROUND AND GARDEN

By: 
Its: William Gross
Treasurer


ATTEST:

By: 
Its: Mark Truff

Cindy Beck

WHEATON PARK DISTRICT

By: 
Its: Denise Seaborn

ATTEST:

By: 
Its: Executive Director 2-10-14

