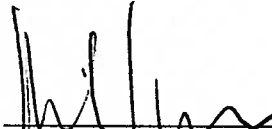


WAIVER OF POTENTIAL CONFLICT OF INTEREST

1. **MID-HUDSON LIBRARY SYSTEM ("MHLS") and TOWN OF UNION VALE (the "Town") (jointly "the Parties")** understand that the firm of Donoghue, Thomas, Auslander & Drohan, LLP ("DTAD") represents MHLS in general counseling and labor and employment matters and represents the Town, but only in labor and employment matters.
2. DTAD has informed MHLS and the Town that a potential conflict of interest has arisen because of its role as counsel to both Parties, based upon an agreement ("Agreement") that MHLS has requested DTAD to negotiate on its behalf with the Town under which MHLS will supply administrative services for libraries currently servicing communities within the geographical boundaries of the Town.
3. MHLS and the Town agree to permit DTAD to represent MHLS in this transaction under the following conditions, which both parties expressly understand and agree to:
 - a. The purpose of this waiver is to allow DTAD to negotiate suitable terms and conditions of the Agreement on behalf of MHLS.
 - b. Neither of the Parties is required or obligated to be represented by DTAD in this or any other matter, and either Party can seek to employ its own attorney now or at anytime hereafter.
 - c. The attorney-client privilege is specifically not waived.
 - d. DTAD will not use or disclose any information that has been or will be received by DTAD from either Party in any form, verbal or written, to or for the benefit of either Party without first obtaining written consent from the Parties, which consent may be granted or withheld at the sole discretion of the parties.
 - e. The Parties and DTAD will each notify the other promptly of any concerns that may arise concerning DTAD's joint representation of the Parties at any time following the date of this agreement.

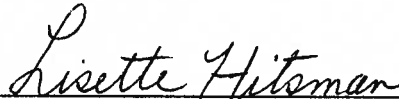
- f. DTAD will promptly notify both Parties if any further potential conflict becomes an actual conflict.
- g. DTAD will promptly notify both Parties if any actual or potential conflict arises that is not disclosed herein.

Date: November 16, 2011



Michael Nyeves
Executive Director
Mid-Hudson Library System

Date: November 11, 2011



Lisette Hitsman
Town Supervisor
Town of Union Vale