

**From:** [William Clague](#)  
**To:** [Sia Mollanazar](#)  
**Cc:** [Mitchell Palmer](#); [Alex Nicodemi](#); [Chad Butzow](#); [Juliet Shepard](#)  
**Subject:** Erie Road / US 301 Impact Fee Credit & Reimbursement Agreement; CAO Matter No. 2020-0445  
**Date:** Friday, September 18, 2020 3:26:29 PM  
**Attachments:** [Erie Rd Impact Fee Credit and Reimbursment Agreement \(CAO Changes\).docx](#)

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Sia:

Pursuant to the above Request for Legal Services, you have asked this Office to review the above referenced Agreement. I provide the following advice in response:

1. Attached is a redlined revision of the Agreement reflecting my suggested changes. In some respects, the Agreement follows a form that has been accepted by the County in similar transactions, such that most of the changes are intended for clarity and consistency with County practice. I have added standard provisions that were omitted from the Agreement, as these are very important to protect the County's legal interests. I have also reformatted the Agreement to comply with the County's ADA requirements for Board agenda items.
2. I have also made several changes to clarify business terms, and added comments in the margins that flag certain terms for staff consideration.
3. Staff should carefully review the redlined changes and comments from a business standpoint to assure they reflect staff's intentions. Once you are comfortable with the changes, please share them with Developer's counsel.

I express no opinion as to the business judgment of entering into the Agreement. Subject to the inclusion of my redlined changes and the resolution of any business concerns, I have no objection from a legal standpoint to the Agreement being considered by the Board.

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