



FOSTER PEPPER PLLC

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September 6, 2007

Via Overnight Delivery

The Honorable Rose A. Bowman
Lewis County Treasurer
Lewis County
360 Northwest North Street
MS TRS01
Chehalis, WA 98532-1900

Re: Proposal to the Board of Directors
Lewis County Public Facilities District
Service as Special Legal Counsel

Dear Rose:

Enclosed are eight bound copies of the proposal for distribution to the Board. Also enclosed is the original letter and one copy for return to me once it has been approved and signed.

Thank you for your assistance and I look forward to our working together with the County of Lewis and the Board of the Public Facilities District.

Sincerely,



Hugh D. Spitzer

Enclosures

As counsel to the PFD, we would continue in our role of advising the Board on legal issues, assisting the Board in thinking through policy and tax issues, and preparing resolutions, interlocal agreements and contracts with private entities. We would be compensated for this work on an hourly basis, billed monthly, based on our normal fees applicable to public facilities districts. Our hourly rates applicable to public facilities districts (90% of standard rates) for the lawyers in our firm likely to assist the District from time to time, are as follows:

Hugh Spitzer	\$325
Roger Pearce	\$325
Jeff Nave	\$325
Greg Guedel	\$300
Alice Ostdiek	\$250
Rosa Fruehling-Watson	\$210
Allison Schwartzman	\$210

*Travel time maximum: \$75 per round-trip.
PFC HDS*

For your reference, I have included brief resumes for each of the listed lawyers as Attachment A. A general description of our firm, as well as our practice groups can be found at www.foster.com.

I have also enclosed, as Attachment B, a Scope of Work that describes our work as Bond Counsel to special purpose districts. When we serve as Bond Counsel, we typically charge standard fees based on the size of the transaction, but we do not charge for those services unless and until there is a financing. Because we don't know the size of a possible District bond issue, it is a bit premature to calculate a bond counsel fee at this time. But I can do that as soon as we have an idea of whether there will be an issue and its size.

As I mentioned at the Board Meeting on August 27, I have been involved with the formation of several public facility districts, including the Clark County PFD, the Cowlitz County PFD, City of Kent PFD and the City of Lynnwood PFD. My colleagues Jeff Nave, Bill Tonkin and I have, together, represented more than a dozen public facilities districts in the State during their formation and in connection with financings. Once a project is underway, it may make sense for the District to consider transition to a local law firm with some experience in municipal law, even though that firm may not be specialized in representing public facilities districts. But I believe our firm can provide efficient and cost-effective service during the District's initial period, as well as continuing to assist on any financing that the District may engage in.

Foster Pepper PLLC would be honored to serve as counsel to the District. If this approach is acceptable to the Board, I would appreciate it if the Chair of the Board would sign the enclosed copy of this letter and return it to me at your convenience. If the Board is interested in approaching an arrangement differently, just let me know and I would be very pleased to discuss any adjustments with you.

September 5, 2007

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Again, we would very much appreciate the opportunity to serve the Lewis County Public Facilities District.

Sincerely,



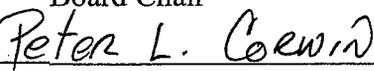
Hugh D. Spitzer

Enclosures

APPROVED AND ACCEPTED:

LEWIS COUNTY PUBLIC FACILITIES DISTRICT

By  _____
Board Chair

 _____
Print Name