

EXHIBIT 5

Marilyn Brenneman

From: Gonzalez, Lorena <IMCEAEX-_o=COSEXCHANGE_ou=Exchange+20Administrative+20Group+20+28FYDIBOHF23SPDLT+29_cn=Recipients_cn=GonzalL@namprd09.prod.outlook.com>
Sent: Friday, July 11, 2014 3:16 PM
To: Kubly, Scott
Subject: Welcome & Potential Conflict of Interest Waiver
Attachments: image001.jpg; Memo - Wayne Barnett.docx

Dear Scott:

My name is Lorena and as Counsel to the Mayor am part of his Executive Team. I'm sorry I haven't had a chance to meet you in person but I've heard wonderful things about you. Welcome to the City!

I'm contacting you to begin the process of identifying potential areas of conflicts of interest pursuant to our Ethics Code, which requires that you identify your employers over the past 12 months and the last day you received a paycheck from those employers. Then we must come up with a plan to avoid potential conflicts of interest for the next 12-month period. I just went through this exercise with Michael Mattmiller, DoIT Director, so we have a solid template. The sooner we put this plan together and submit it to Wayne Barnett, Director of the Seattle Ethics & Elections Commission, the better.

Accordingly, please provide me with the following information:

1. The name of every employer you worked for in the preceding 12 months
2. The date you received your last pay check (not pay period) for each identified employer
3. Your prior title(s) and a brief description of your prior job duties for each employer
4. Brief description of your current position and job duties
5. Identify any areas in which there may be a potential for a conflict of interest

Once I receive this information I can draft up a plan for your review before sending it to Wayne for approval. As an example, I've attached the plan I drafted for Michael.

Please call me at 684.5454 with any questions. Hope to meet you in person soon.

Take care,
Lorena



M. Lorena González
Counsel to the Mayor
City of Seattle, [Office of the Mayor](#)
O: 206.684.5452 | M: 206.348.5506 | [email](#)



CONFIDENTIALITY NOTICE: This e-mail may contain confidential and privileged information. If you have received this e-mail by mistake, please delete it without distributing it to anyone else, and notify me immediately via email or telephone at 206-684-5452. Thank you.

Memorandum



City of Seattle
Edward B. Murray, Mayor

Date: June 27, 2014
To: Wayne Barnett
From: M. Lorena González, Counsel to the Mayor, 684-5452
Subject: Request for Approval of Waiver: Michael Mattmiller, CTO DoIT
Waiver Period: June 18, 2014 – June 17, 2015

Background

Mayor Edward B. Murray appointed Michael Mattmiller as the Chief Technology Officer of DoIT. Mr. Mattmiller began his work with the City of Seattle on June 23, 2014. Prior to his new role, Mr. Mattmiller was employed at Microsoft as a Senior Strategist. His last compensation period at Microsoft was through June 17, 2014.

While at Microsoft, Mr. Matmiller's role focused on governance practices related to development and use of Enterprise Cloud Services. His work was focused on working with software solutions in the Cloud system, such as Office 365, Dynamics and Azure. His tasks included ensuring that these systems not were only functional but also properly implemented on the consumer end. During his tenure at Microsoft, Mr. Mattmiller did not engage in the sales, contracting or consulting components of Microsoft's portfolio.

In an email to me on June 10, 2014, you indicated that the Mayor's Office would need to request for approval of a waiver regarding potential conflicts of interests related to Mr. Mattmiller's new duties at the City of Seattle.

Rationale For Request for Approval of Waiver

SMC 4.16.070(1)(b) states, in relevant part:

A City employee may not "participate in a matter in which a person that employed the Covered Individual in the preceding 12 months...has a financial interest; provided, however, that the Executive Director shall waive this section when:

- (ii) the Covered Individual's appointing authority or the authority's designee makes a written determination that there is a compelling City need for the Covered Individual to participate in a matter involving a prior employer or client, and submits that determination with a written plan showing how the authority will safeguard the City's interests, and
- (ii) the Executive Director determines that the authority's plan is satisfactory.

Memorandum

The Mayor has determined that there is a compelling need for Mr. Mattmiller to participate in matters in which Microsoft has a financial interest. Mr. Mattmiller is in the process of reviewing product and consultant contracts with Microsoft in the two weeks and, accordingly, I request that you expedite this waiver.

In particular, Mayor Murray would like to request approval for Michael Mattmiller to act in his assigned role which may include coordinating and, in some cases, directing work being performed by his former employer, Microsoft. This is likely to include the following interactions with his former employer:

- Creating Requests for Proposals (“RFPs”) for products and services, on which Microsoft is expected to bid. Decisions regarding these bids would be completed within DoIT.
- Negotiating or changing enterprise license agreements.
- Approving changes to task orders and Microsoft Consulting Services engagements.

Why is it in the best interest of the City for Michael Mattmiller to be involved in these issues identified as potential areas of conflict of interest?

Mr. Mattmiller, as the Chief Technology Officer of DoIT, will be providing overall management on City wide technology issues, including software and hardware services and policies. His specific background, technical expertise and experience with the issues surrounding these matters bring unique benefits to his City role that in the short- and long-term will provide a great benefit to the City and its employees.

What measures will the Mayor’s Office and DoIT implement to protect the City’s interest in this case?

The following measure will be taken to address the above-identified, potential conflicts of interest, which will also be utilized in other contexts when similar potential conflicts arise:

1. Any direct consultant services selection, final decisions on changes in scope of work, budget or schedule on existing or future contracts with Microsoft will be performed by City staff other than Mr. Mattmiller.
2. Mr. Mattmiller will recuse himself from conversations, meetings or negotiations related to bids submitted by Microsoft.
3. Any licensing agreements that need to be negotiated, revised or otherwise modified will be completed and executed by City staff other than Mr. Mattmiller.

Provided that due to his very important and critical role at DoIT, in spite of the plan described above, Mr. Mattmiller will continue to be involved in policy discussions related to the City’s technology systems and needs.

This plan will remain in effect until the required 12-month time period since his employment with Microsoft expires, which is June 17, 2015.

cc: Michael Mattmiller (via email)

EXHIBIT 6



Scott Kubly <sdkubly@gmail.com>

FW: Welcome & Potential Conflict of Interest Waiver

Scott Kubly <sdkubly@gmail.com>

To: "Kubly, Scott" <Scott.Kubly@seattle.gov>

Sun, Jul 13, 2014 at 6:02 AM

My answers to the questions below in bold.

On Fri, Jul 11, 2014 at 6:28 PM, Kubly, Scott <Scott.Kubly@seattle.gov> wrote:

Holly Krejci

SDOT, Director's Office

206-684-5026 (Tel)

From: Gonzalez, Lorena

Sent: Friday, July 11, 2014 3:16 PM

To: Kubly, Scott

Subject: Welcome & Potential Conflict of Interest Waiver

Dear Scott:

My name is Lorena and as Counsel to the Mayor am part of his Executive Team. I'm sorry I haven't had a chance to meet you in person but I've heard wonderful things about you. Welcome to the City!

I'm contacting you to begin the process of identifying potential areas of conflicts of interest pursuant to our Ethics Code, which requires that you identify your employers over the past 12 months and the last day you received a paycheck from those employers. Then we must come up with a plan to avoid potential conflicts of interest for the next 12-month period. I just went through this exercise with Michael Mattmiller, DoIT Director, so we have a solid template. The sooner we put this plan together and submit it to Wayne Barnett, Director of the Seattle Ethics & Elections Commission, the better.

Accordingly, please provide me with the following information:

1. The name of every employer you worked for in the preceding 12 months

City of Chicago. Alta Bicycle Share.

2. The date you received your last pay check (not pay period) for each identified employer

City of Chicago: 12/31/13

Alta Bicycle Share: Have not received final payment: Invoice for work ending 6/30/2014

3. Your prior title(s) and a brief description of your prior job duties for each employer

City of Chicago: Managing Deputy Commissioner. I managed our Planning and Project Development and Traffic Safety and Traffic Engineering units. The Planning and Project Development Unit oversees the development of most capital projects from concept to 30% design. It also manages most federal grants received by the department. The Traffic Safety and Traffic Engineering Unit manages the City's traffic signals and automated enforcement programs.

Alta Bicycle Share: Senior Advisor/Acting President. I was responsible for managing the day-to-day operations of the company for all of its clients except the City of Chicago. I was also responsible for ensuring that Board policies were executed. I performed these duties as a consultant to the company and was never an employee of ABS.

4. Brief description of your current position and job duties

Director of Seattle Department of Transportation. I am responsible for the management of the Department.

5. Identify any areas in which there may be a potential for a conflict of interest

Puget Sound Bicycle Share is a non-profit in Seattle that has contracted with Alta Bicycle Share to operate a bikesharing system in Seattle and eventually other municipalities in the Puget Sound region. SDOT has a seat on the PSBS Board of Directors. PSBS selected Alta Bicycle Share through a competitive process before I joined Alta Bicycle Share. The final contract was executed while I was working for Alta Bicycle Share. However, I did not play a significant role in contract negotiations. My only participation was at the very end of the negotiation process and focused on getting the contract executed, but I did not participate in negotiating key business or legal terms. There is a potential for a perception of conflict of interest if the City or SDOT uses public funds to expand the PSBS bikesharing system. ABS is being sold to new ownership (REQX). I had no ownership in ABS under the old ownership, and I will not have any ownership or other type of financial interest in ABS or REQX in the future.

The current owners of ABS (not REQX) own a planning consultancy Alta Planning and Design that performs work for SDOT. I have never worked for APD in a consulting capacity or as an employee. The two companies are distinct corporate entities. However, they do share some corporate services such as office space in Portland and HR functions. I have no financial interest past or present in APD.

Please call me at 684.5454 with any questions. Hope to meet you in person soon.

Take care,

Lorena

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M. Lorena González

Counsel to the Mayor

City of Seattle, Office of the Mayor

O: 206.684.5452 | M: 206.348.5506 | [email](mailto:lorena@seattle.gov)



CONFIDENTIALITY NOTICE: This e-mail may contain confidential and privileged information. If you have received this e-mail by mistake, please delete it without distributing it to anyone else, and notify me immediately via email or telephone at 206-684-5452. Thank you.