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lipman
attorneys**

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SEP 21 2009

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MARTINEZ, CALIF.

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September 15, 2009

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Josh Mukhopadhyay

Mr. Timothy Jones
Executive Director
Richmond Housing Authority
330 24th Street
Richmond, CA 94804

Ms. Sharon Anderson
Chief Assistant County Counsel
Contra Costa County
County Administration Bldg.
651 Pine Street, 9th Floor
Martinez, CA 94553

Re: Potential Conflict of Interest -- Nystrom Village/Maritime Day Care Center

Dear Mr. Jones and Ms. Anderson:

We are writing this letter to advise the Housing Authority of the City of Richmond (the "Authority") and the County of Contra Costa (the "County") of a potential conflict of interest by Goldfarb & Lipman LLP ("Goldfarb & Lipman") in connection with the rehabilitation of the Maritime Day Care Center ("Center") located on Florida Avenue, Richmond, California. The County has leased the Center to the Rosie the Riveter Trust (the "Trust"). As part of the proposed redevelopment of the nearby Nystrom Village public housing project, RHA and the Related Companies of California, the lead developer of the Nystrom development team, intend to assist the Trust in rehabilitating the Center and incorporating it into the larger redevelopment effort. Because both the Authority and the County have different interests related to the Center, we are writing to request the Authority's and the County's acknowledgement and consent to the potential conflict of interest which may arise between them in connection with the Center.

As attorneys, we are governed by specific rules relating to our representation of clients when potential conflicts of interest exist. According to Rules 3-310 (A), (B), (C), and (E) of the Rules of Professional Conduct of the State Bar of California, we must disclose certain information, and obtain the written consents of RHA and the County in order to represent RHA in connection with the Project.

Goldfarb & Lipman has a potential conflict of interest due to our existing relationship with RHA and the County. At this point, we do not feel there is an actual conflict of interest for Goldfarb & Lipman, and we do not feel we have obtained any confidential information from RHA or the County which is material to our representation of RHA. If, however, an actual conflict between RHA and the County should arise related to an

Facsimile

510 836-1035

San Francisco

415 788-6336

Los Angeles

213 627-6336

San Diego

619 239-6336

Goldfarb & Lipman LLP

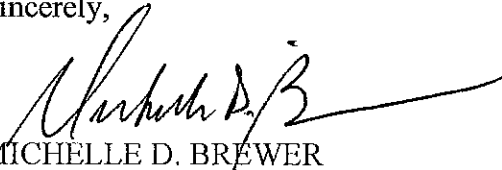
Mr. Timothy Jones
Ms. Sharon Anderson
September 10, 2009
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issue that is substantially related to our representation of RHA or the County, or if we obtain any confidential information from the County which is material to our representation of RHA, we would require the additional written consent of RHA and the County before we could continue to represent RHA. In addition, if we concluded that we could not competently or adequately represent RHA's interests in that situation, we would be obliged to withdraw as counsel for RHA.

If, after considering the foregoing, you are willing to consent to Goldfarb & Lipman's representation of RHA in connection with the Project, please sign and return to us one copy of this letter (i) acknowledging that the County has been advised of the potential conflict of interest associated with our representing RHA in connection with the Project, and (ii) indicating that RHA and County nevertheless each consent to our representing RHA with respect to the Project.

If you have any questions regarding this letter, please call me before signing and returning the enclosed copy of this letter.

Sincerely,



MICHELLE D. BREWER



POLLY MARSHALL

cc: Kara Douglas, Contra Costa County

CONSENT

Goldfarb & Lipman LLP ("Goldfarb & Lipman") has explained to each of the undersigned the potential conflicts of interest that could arise from Goldfarb & Lipman's representation of the Richmond Housing Authority ("RHA") in connection with the Project. We acknowledge the disclosure of Goldfarb and Lipman's past and continuing representation of the County of Contra Costa (the "County") in matters unrelated to the Project, the potential conflict arising from such representation, and the consequences of any actual conflict that may arise. The undersigned nevertheless consent to Goldfarb & Lipman's representation of RHA in connection with the Project.

We understand that we have the right to seek independent counsel before signing this consent or at any future time.

Dated: _____

HOUSING AUTHORITY OF THE CITY OF RICHMOND, a public body, corporate and politic

By: _____

Name: _____

Title: _____

Dated: _____

COUNTY OF CONTRA COSTA, a political subdivision of the State of California

By: _____

Name: _____

Title: _____