

June 9, 2015

ATTORNEYS AT LAW
555 SOUTH FLOWER STREET, SUITE 3500
LOS ANGELES, CA 90071-2411
213.972.4500 TEL
213.486.0065 FAX
www.foley.com

WRITER'S DIRECT LINE
213.972.4669

EMAIL
diane.ung@foley.com

CLIENT/MATTER NUMBER
115450-0100

PRIVILEGED AND CONFIDENTIAL

VIA E-MAIL

Patrick Godley
Chief Operating Officer, Chief Financial Officer
Contra Costa Health Services
50 Douglas Drive, Suite 310-A
Martinez CA 94553

Re: Waiver of Conflict –Pfizer Inc.

Dear Mr. Godley:

We have been requested to advise the County of Contra Costa (“County”) in regard to responding to questions and discussions with Pfizer Inc., concerning the discount drug pricing program pursuant to 42 U.S.C. Sec. 256b(a) (“the Matter”). As we discussed, the firm represents Pfizer Inc., in various unrelated matters.

In connection with our requested representation of the County in the Matter, we recognize there is a potential conflict of interest between the County on one side, and Pfizer Inc., on the other side. The parties may consent to waive the conflict. By this letter, we are requesting that you consent to waive any objection based on this conflict of interest, and consent to our continued representation of Pfizer Inc., in unrelated matters.

Our firm is governed by specific rules relating to our representation of clients when potential or actual conflicts of interest may exist, or exist. Rule 3-310(C) of the Rules of Professional Conduct of the State Bar of California reads as follows:

**Rule 3-310(C). AVOIDING THE REPRESENTATION OF
ADVERSE INTERESTS**

(C) A member shall not, without the informed written consent of each client:



FOLEY & LARDNER LLP

June 9, 2015

Page 2

- (1) Accept representation of more than one client in a matter in which the interests of the clients potentially conflict; or
- (2) Accept or continue representation of more than one client in a matter in which the interests of the clients actually conflict; or
- (3) Represent a client in a matter and at the same time in a separate matter accept as a client, a person, or entity whose interest in the first matter is adverse to the client in the first matter.

It is in accordance with Rule 3-310(C), as set forth above, that we are requesting your informed and written consent to continue our current representation of Pfizer Inc., in unrelated matters, while we advise the County in connection with the above-described Matter. Pfizer Inc., has agreed to waive the conflicts of interest to permit our representation in the Matter.

If this meets with your approval, we ask that an authorized representative execute this letter in the space provided below and return it via email or hard copy. We understand from representatives of the County involved in this Matter that time is of the essence.

Your cooperation in this matter is appreciated. Thank you so much.

Very truly yours,

FOLEY & LARDNER LLP

By: _____

Diane Ung

The undersigned acknowledges receipt and understanding of this letter and gives informed consent to legal representation by Foley & Lardner LLP of the County of Contra Costa in the above described Matter, and of Pfizer Inc., on the terms described above.

AGREED AND ACCEPTED:

COUNTY OF CONTRA COSTA

By: _____

(Title) _____

(Date) _____