

June 6, 2018

Privileged and Confidential**Via E-Mail**

Sharon Anderson
County Counsel
County of Contra Costa
651 Pine Street, 9th Floor
Martinez, CA 94553

Re: *Waiver of Conflict – Bayer Healthcare LLC*

Dear Ms. Anderson:

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

In light of the above and in connection with our requested representation of the County in the Matter, we recognize that conflict of interest issues would arise between the County on one side, and Bayer 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 Bayer 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:

(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

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BRUSSELS
TOKYO



FOLEY & LARDNER LLP

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(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.

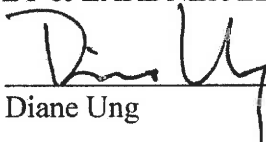
In accordance with Rule 3-310(C), as set forth above, we request your informed and written consent to continue our current representation of Bayer in unrelated matters, so that we may advise the County in connection with the above-described Matter. Bayer has agreed to waive the conflicts of interest to permit our representation of the County in the Matter. By signing this letter, the County is consenting only to a potential conflict of interest in our current representation of Bayer in unrelated matters; if an actual conflict arises in the course of that representation, Foley & Lardner LLP must immediately notify the County Counsel of Contra Costa in writing.

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 consideration 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 Bayer Healthcare LLC, on the terms described above.

AGREED AND ACCEPTED:

COUNTY OF CONTRA COSTA

By: _____

(Title) _____

(Date) _____