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April 21, 2020

**VIA E-MAIL**

*maryann.mason@cc.cccounty.us*

County of Contra Costa  
Attn: Mary Ann Mason McNett,  
Chief Assistant County Counsel  
651 Pine Street , 9th Floor  
Martinez, CA 94553

**Re: Consent to Conflict of Interest**

Dear Mary Ann:

This letter requests the consent of the County of Contra Costa (the "County") to Hanson Bridgett LLP's concurrent representation of the County and the East Contra Costa Fire Protection District (the "District"). Hanson Bridgett has been asked to represent the District in connection with the negotiation and implementation of an agreement between the District and the County regarding the administration of development fire impact fees collected for the District (the "Subject Matter").

As you know, Hanson Bridgett currently represents the County in connection with litigation and employee benefits matters. These matters are separate and unrelated to the Subject Matter. We do not now, nor will we seek to, represent the County with regard to the Subject Matter.

Nevertheless, because the interests of the County and the District are adverse in the Subject Matter, our concurrent representation of the County and the District creates a conflict of interest for our firm. In order to meet our ethical obligations, and to protect our valued attorney-client relationship, California Rule of Professional Conduct 1.7 requires that we (i) explain the relevant circumstances and the material risks, including any actual and reasonably foreseeable adverse consequences, of our proposed representation, and (ii) obtain each client's informed written consent. Accordingly, we are writing to disclose this circumstance to the County, and to ask for the County's consent to our representation of the District in the Subject Matter and waiver of the conflict of interest arising from our concurrent representation of the District and the County.

Conflict of Interest

Rule 1.7 of the California Rules of Professional Conduct permits us to represent one client adverse to another client in the same or a separate matter if we obtain the informed written consent of each affected client.

As noted above, our representation of the District in the Subject Matter creates a conflict of interest for Hanson Bridgett related to our duty of loyalty and confidentiality. The interests of the County and the District regarding the Subject Matter are adverse because each party may have different goals and objectives with respect to that matter. At this time, we do not believe our representation of the District in the Subject Matter or any other matters will compromise our ability to represent the County competently and diligently in separate and unrelated matters, or our ability to maintain our duty of loyalty and confidentiality to the County. Further, we do not believe we have obtained any confidential information from the County which is material to our representation of the District in the Subject Matter.

This letter confirms that we have fully disclosed to you the circumstances of the Subject Matter and the material risks, including actual and any reasonably foreseeable adverse consequences of our concurrent representation of the District and the County. We further confirm to you that we also have obtained consent from the District through a similar conflict waiver.

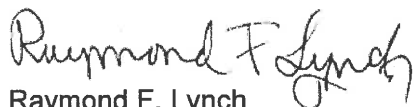
A material change in circumstances in the future may require us to make additional disclosures and obtain additional informed written consent. If additional facts come to our attention or further developments affect our analysis, we will be in contact with you to discuss them.

Consent

If you agree that Hanson Bridgett may undertake the concurrent representations as described above, and that the County is waiving any objection to the conflict with respect to the concurrent representations, please indicate your informed consent and waiver by replying to the corresponding email message, as indicated by below. Also, please return an executed copy of this letter as soon as possible by email at [rlynch@hansonbridgett.com](mailto:rlynch@hansonbridgett.com).

If you have any questions regarding this letter or our concurrent representation as described above, please call us before signing this letter.

Very truly yours,



Raymond F. Lynch  
Partner

**CONFLICT WAIVER**

County of Contra Costa hereby consents to and waives any conflict of interest in Hanson Bridgett LLP's concurrent representation of the County and the East Contra Costa Fire Protection District, as described above.

**COUNTY OF CONTRA COSTA**

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Print name and title*

Date: \_\_\_\_\_

***\*\*To facilitate your acceptance of the enclosed, you may simply reply to this e-mail message with "approved on behalf of the County" and your name. We will consider your reply message to constitute your acceptance and agreement with the enclosed.***