

September 29, 2021

Via Email

Mary Ann McNett Mason
Contra Costa County Counsel
Office of County Counsel
1025 Escobar Street
Martinez, CA 94553-1223

Re: Representation of West Contra Costa Healthcare District;
Conflict Waiver Request

Dear Ms. Mason:

I am a partner in the law firm of Foley & Lardner LLP, and Pat Godley has asked if we could represent West Contra Costa Healthcare District (the "District") in connection with the District's proposed refunding of its Series 2018 and Series 2019 bonds (the "Matter"). It is currently proposed that the investment banking firm of Piper Sandler & Co. ("Piper") act as either underwriter or placement agent of the refunding bonds, and the District accordingly will enter into either a Bond Purchase Agreement or Placement Agreement with Piper.

In opening a new matter for our potential representation of the District, a conflicts check disclosed that our firm has represented and currently represents Piper on various finance matters, all unrelated to our potential representation of the District. Our proposed representation of the District therefore presents a conflict of interest.

We are writing to seek informed written consent for me to represent the District in the Matter, pursuant to Rule 1.7 of the Rules of Professional Conduct ("RPC") governing California lawyers. There is no risk that my representation of the District will be limited by my firm's responsibilities to or relationship with Piper. RPC 1.7(b). No part of RPC 1.7(c) is applicable to this request. Piper has already consented to our representation of the District in this matter. I believe I will be able to provide competent and diligent representation to the District in the Matter, the representation is not prohibited by law, and this representation does not involve the assertion of a claim by one client against another client represented by my firm in the same litigation or other proceeding before a tribunal. RPC 1.7(d)(1-3).

In requesting this consent, we assure you that, as part of granting the requested consent: (1) the lawyers in our firm who are currently involved in the representation of Piper will be

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screened from any and all information relating to the Matter, and will be prohibited from working on the Matter or accessing physical and electronic files relating to the Matter, such screen to remain in effect throughout the duration of the Matter; (2) we will not use confidential client information in any way to either client's disadvantage; and (3), while no litigation is expected in the Matter, if a dispute were to arise between the District and/or County and Piper in the Matter, our firm would not be able to represent either party with respect to such dispute (including but not limited to litigation, arbitration, bankruptcy, alternative dispute resolution or other proceeding related to the dispute). Your consent, however, would not prohibit our firm's ongoing and future representation of Piper in matters unrelated to the Matter.

In closing, we note that the District is also represented in the Matter as to legal issues by the law firm of Quint and Thimming, which is serving as bond counsel, and as to financial issues by G.L. Hicks Financial, LLC, a municipal advisory firm registered as such with the Municipal Securities Rulemaking Board and the Securities and Exchange Commission.

Please let me know if you have any questions in regard to these matters.

Very truly yours,

Mark T. Schieble

MTSC:

cc: Pat Godley
Kate Andrus

Agreed and accepted:

Mary Ann McNett Mason
County Counsel

By: _____

Title: _____

Date: _____