



BEST BEST & KRIEGER
ATTORNEYS AT LAW

Indian Wells
(760) 568-2611

Irvine
(949) 263-2600

Los Angeles
(213) 617-8100

Ontario
(909) 989-8584

1230 Rosecrans Avenue, Suite 110, Manhattan Beach, CA 90266
Phone: (310) 643-8448 | Fax: (310) 643-8441 | www.bbklaw.com

Riverside
(951) 686-1450

Sacramento
(916) 325-4000

San Diego
(619) 525-1300

Walnut Creek
(925) 977-3300

Washington, DC
(202) 785-0600

Michael Jenkins
(310) 220-2174
Michael.Jenkins@bbklaw.com

August 8, 2018

South Bay Cities Council of Governments
Attn: Ms. Jacki Bacharach
5033 Rockvalley Road
Rancho Palos Verdes, CA 90275

Re: Conflict Waiver re: Representation of Western Riverside Council of Governments

Dear Ms. Bacharach:

As you know Best Best & Krieger LLP (“BBK”) represents the South Bay Cities Council of Governments (“SBCCOG”) as its General Counsel on various matters. Specifically, SBCCOG and has asked BBK to advise on an amendment to a memorandum of understanding between Western Riverside Council of Governments (“WRCOG”) and SBCCOG regarding participating in the California Hero Program (“MOU Matter”). However, BBK also represents WRCOG as its General Counsel on various matters, including the MOU Matter. Accordingly, we must inform you about our representation of WRCOG and SBCCOG, discuss with you the potential impact of our representation, and obtain your informed written consent.

RULES OF PROFESSIONAL CONDUCT

Rule 3-310 of the California Rules of Professional Conduct provides in pertinent part:

- (C) A member [of the Bar] 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
 - (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.



BEST BEST & KRIEGER
ATTORNEYS AT LAW

August 8, 2018
Page 2

OUR REPRESENTATION

In this matter, we will represent WRCOG and SBCCOG regarding the MOU Matter. Steven DeBaun will be approving as to form of the MOU Matter on behalf of WRCOG. I, Michael Jenkins, will be approving as to form of the MOU Matter on behalf of SBCCOG. There is no actual conflict today between WRCOG and SBCCOG on the MOU Matter. Rather, WRCOG and SBCCOG's interests are aligned. However, if an actual conflict arises, such as a dispute or litigation between WRCOG and SBCCOG on the MOU Matter, BBK will not represent either client on the MOU Matter, but BBK will continue to represent WRCOG and SBCCOG, separately, on other unrelated matters.

POTENTIAL ADVERSE CONSEQUENCES

We cannot predict each and every negative impact for you which may occur as a result of giving consent as requested here, however the reasonably foreseeable adverse consequences that could arise are the following:

- We may be tempted to favor the interests of one client over the other.
- We may not be able to present the appropriate position, claims or defenses for a client in order to avoid taking adverse positions to the other client.
- We may be restricted from forcefully advocating a client's position for fear of alienating the other client.
- We may be forced to withdraw from representing either or both clients because of disputes or further conflicts of interest which could increase either or both clients' attorney's fees and costs.
- There may be an appearance of impropriety in our representation of both clients simultaneously.

YOUR CONSENT

If you agree to the above, we need you to sign this consent letter. It is understood that your consent will not waive any protection that you may have with regard to attorney-client communications with us. Those communications will remain confidential and will not be disclosed to any third party without your consent.

I believe that you are familiar with the factual background in this matter, and I have given you a sufficiently-detailed description for obtaining informed written consent. However, if you



BEST BEST & KRIEGER
ATTORNEYS AT LAW

August 8, 2018
Page 3


believe that there is any other information that you or I need to have before such consent can be granted, please let me know immediately.

In the event that circumstances change or we become aware of new information that requires a new consent from the parties, you will be notified of that fact immediately, and continued representation will be subject to the informed written consent of involved parties.

I should emphasize that you are entitled to and should consider obtaining an independent legal opinion regarding the advisability of signing this consent form.

Your execution of this consent form will constitute an acknowledgment of full disclosure in compliance with the requirements of Section 3-310 of the California Rules of Professional Conduct previously quoted in this letter.

Sincerely,



Michael Jenkins
for BEST BEST & KRIEGER LLP

AGREED AND ACCEPTED:

By: Jacki Bacharach

Dated: August 28, 2018