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attorneys**

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July 24, 2024

via electronic mail only

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Donald Gilmore
Executive Director
Community Housing Development
Corporation of North Richmond
1535 A Fred Jackson Way
Richmond, CA 94801

Joseph Villarreal
Executive Director
Housing Authority of the County of
Contra Costa
3133 Estudillo Street
Martinez, CA 94553

Re: Consents to Joint Representation –
Las Deltas Public Housing Scattered Sites Project

Dear Mr. Gilmore and Mr. Villarreal:

We write this letter to obtain the consent of Community Housing Development Corporation of North Richmond, a California nonprofit public benefit corporation, or an affiliate ("CHDC") and the Housing Authority of Contra Costa County ("Housing Authority") to Goldfarb & Lipman LLP's ("Goldfarb & Lipman") joint representation of both CHDC and the Housing Authority (collectively, the "Parties" and each a "Party") in connection with the conversion of the Las Deltas Public Housing Scattered Sites project into affordable homeownership units (the "Project").

Both CHDC and the Housing Authority have recently requested Goldfarb & Lipman's assistance in connection with the purchase and sale agreements related to the Project. The Housing Authority is currently the owner of that certain real property, commonly known as the "Las Deltas Public Housing Scattered Sites" located in unincorporated County of Contra Costa (APN(S) 409-060-018, 409-052-001, and 409-052-003 ("Property"). CHDC intends to convert the duplexes into single family homes for first time homebuyer purchase.

The specific purpose of this letter is to advise you of a potential conflict of interest of Goldfarb & Lipman due to the existing and continued relationships that Goldfarb & Lipman has separately with each of your organizations, and the proposed joint representation of both of you in the Project. Karen M. Tiedemann is the attorney working with the Housing Authority. Dianne Jackson McLean is the attorney working with CHDC. Although different Goldfarb & Lipman attorneys represent CHDC and the Housing Authority on the Project, such representation is still considered joint representation.

To undertake this representation, we are required to (1) disclose in writing our existing relationship with each of you, (2) obtain the informed written consent of each of you to such conflict of interest, and (3) obtain agreement from each of you to the limited joint representation as described in this letter. We believe that we

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will be able to provide competent and diligent representation to each of you in this matter.

I. Existing Relationships.

The Housing Authority is an existing client of Goldfarb & Lipman. We have and continue to represent the Housing Authority in connection with numerous matters, including but not limited to affordable housing activities, property disposition and refinancings of existing housing developments, and general administration matters.

CHDC is also an existing client. We represent CHDC in connection with the development of affordable housing developments, including but not limited to Pullman Point, Chelsey Mutual Housing, Barrett Plaza Townhouse, Barrett Plaza Terrace Apartments, Filbert Townhouses, Scattered Sites Homeownership Housing, McDonald Avenue Supporting Housing, and Parkway Estates.

II. Joint Representation.

Each of you have requested Goldfarb & Lipman to represent you in the Project (the "Joint Representation"). The informed written consents of the each of you are requested because of the conflict of interest that may arise due to the Joint Representation.

The interests and objectives of each of you in the Joint Representation related to the Project are, or may become, inconsistent with one another. Therefore, it is important that you thoroughly understand the consequences of the Joint Representation.

In representing both of you in connection with the Joint Representation, Goldfarb & Lipman will strive to provide legal services that are equally beneficial to both of you. In other words, rather than vigorously asserting each of your respective interests regarding these issues, we will strive to reach agreements on matters that are mutually beneficially to both of you. The consequence is that there is likely to be a balancing of interests between your two organizations.

At this point, we feel that we can competently and diligently represent all of your respective interests, that the representation does not involve the assertion of a claim by one of you against the other, and that we do not believe that our representation of one of you will be materially limited by our responsibilities to or relationship with the other of you. There are, however, some consequences of Joint Representation that each of you should consider, and for which you may wish to obtain the advice of independent legal counsel, before consenting to such representation.

a. No Secrets. Goldfarb & Lipman cannot maintain any secrets between each of you in connection with the Joint Representation. Normally, Goldfarb & Lipman would keep

confidential all client information. However, anything disclosed by either of you to Goldfarb & Lipman that is relevant to this Joint Representation must be disclosed to the other Party.

Additionally, in fulfilling our obligations to provide competent legal services, we may have to disclose to either of you any information that we have obtained from the other Party in the Project or any other matters that may be relevant or material to this Joint Representation. However, we would be required to obtain your prior informed written consent before we could make any such disclosures. At this point, we are unaware of any information that would require such disclosure and consent.

b. Attorney-Client Privilege. With Joint Representation, each of you separately waive the attorney-client privilege with regard to communications with Goldfarb & Lipman in connection with the Joint Representation. This means that in the event of any dispute (including litigation) between each of you in connection with the Joint Representation, Goldfarb & Lipman could be compelled to testify about attorney-client communications regarding the Joint Representation that would otherwise be confidential and privileged without this waiver. Both of you would, however, maintain the attorney-client privilege against third parties who might make any claim or file a lawsuit against either of you in relation to the Joint Representation.

c. Adverse Interest. If any actual adverse interest develops between each of you related to the Joint Representation, then we will have to determine whether we can competently continue our representation, even if both of you are willing to provide informed written consent. If the interests of CHDC and the Housing Authority become adverse, and as a consequence, we make the determination that we can no longer provide competent legal representation to both of the respective interests, we would then need to withdraw from representing both Parties in the Joint Representation. Rule 1.4 of the CRPC requires us to keep both of you promptly informed of all material matters or issues in the Joint Representation and the Project, so that we would immediately disclose to both of you when there is a change of this nature.

d. Rules of Professional Conduct. As attorneys we are governed by specific rules relating to our representation of clients where we have a relationship with both Parties and therefore a conflict of interest. Rules 1.1, 1.4, 1.6, 1.7, 1.8.2., 1.9 and 1.10 of the CRPC govern conflicts of interest. Accordingly, we must obtain the informed written consent of each of you before proceeding with our Joint Representation of each of you in connection with the Project.

III. Informed Written Consent

You should thoroughly review and consider the matters discussed in this letter and consider seeking independent counsel before providing your consent. If, after such review, each of you consents to Goldfarb & Lipman representing each of you in the manner outlined above, please sign and return the attached consent form acknowledging (i) that you have been advised of Goldfarb & Lipman's past and continuing relationships with each of you; (ii) that you have been advised to Rules 1.1, 1.4, 1.6, 1.7, 1.8.2., 1.9 and 1.10 and the potential conflict of interest

Community Housing Development Corporation of North Richmond
Housing Authority of the County of Contra Costa
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associated with our Joint Representation of each of you in connection with the Project; (iii) the consequences of Joint Representation in relation to the Project; and (iv) that you nevertheless consent to our representation of you in connection with the Project and to our Joint Representation of each of you in connection with the Project.

If you have any questions regarding this letter or our representation of each of you, please call us before signing and returning the Consent attached to this letter.

Sincerely,



DIANNE JACKSON MCLEAN

Attorney for Community Housing Development Corporation of North Richmond



KAREN TIEDEMANN

Attorney for the Housing Authority of the County of Contra Costa

CONSENT TO JOINT REPRESENTATION
(Las Deltas Public Housing Scattered Sites Project)

Community Housing Development Corporation of North Richmond ("CHDC") and the Housing Authority of the County of Contra Costa ("Housing Authority") intend to enter into purchase and sale agreements related to the rehabilitation or redevelopment of that certain real property, commonly known as the Las Deltas Public Housing Scattered Sites project, in unincorporated County of Contra Costa (APN(S) 409-120-005, 409-110-007, 409-291-009, and 409-282-019) (the "Project"). The Project includes, but would not be limited to, conversion of duplexes into single family homes for first time homebuyer purchase.

Goldfarb & Lipman has explained to each of you: (i) Goldfarb & Lipman's past and continuing relationships with each of you; (ii) CRPC Rules 1.1, 1.4, 1.6, 1.7, 1.8.2, 1.9 and 1.10 and the potential conflict of interest in relation to Goldfarb & Lipman's proposed representation of CHDC and of the Housing Authority and the possible consequences of this conflict; (iii) the conflict of interest that Goldfarb & Lipman may have in its Joint Representation of each of you in connection with the Project; and (iv) the consequences of such Joint Representation. Each of the undersigned nevertheless consents to representation by Goldfarb & Lipman regarding the Project and gives approval to such representation as described in this letter.

We understand that we have the right to seek independent counsel before signing this consent or at any future time.

Dated: _____

CHDC

COMMUNITY HOUSING DEVELOPMENT
CORPORATION OF NORTH RICHMOND

By: _____

Name: Donald Gilmore

Its: Executive Director

Dated: _____

HOUSING AUTHORITY

THE HOUSING AUTHORITY OF THE COUNTY
OF CONTRA COSTA

By: _____

Name: Joseph Villarreal,

Its: Executive Director