

Conflicts Disclosure and Waiver/Consent for Multiple Representation

Burnet County has retained a group of law firms led by Richard Mithoff, P.C. (“Lawyers”)¹ to jointly represent Burnet County in connection with *In re Volkswagen Clean Diesel Litigation (TCAA Enforcement Cases)*, Cause No. D-1-GN-000370 currently on file in the District Court of Travis County in front of Judge Sulak (“Clean Diesel Litigation”). Lawyers have informed Burnet County that they represent other clients in this matter who are also seeking civil penalties from Defendants. Although Burnet County agrees that our interests are consistent, it understands that Burnet County’s interests may not be identical to the interests of the Lawyers’ other clients, and a conflict may develop later. Burnet County understands that any time a lawyer represents multiple clients in the same matter, certain conflicts of interest may arise among the clients, such as differing views on strategic decisions, whether to accept or reject a settlement offer, the apportionment of settlement funds, the relative severity of damages or penalties, the viability of different clients’ claims, and whether different clients have claims to different amounts being negotiated in settlement with Defendants. Burnet County understands that the State of Texas and other local governments have conducted settlement negotiations with Volkswagen, and Volkswagen has stated that as part of any settlement, it will be requiring a complete resolution of the Clean Diesel Litigation, including resolution of the local government claims. Burnet County has also been informed that the State of Texas is continuing to take the position that Burnet County has no viable claims. In addition, Burnet County understands that it might have to divide limited settlement funds that could be less than the total amount it believes its combined claims are worth. In an aggregate settlement, the agreement may require the consent of all or the vast majority of commonly represented clients, and the failure of one or a few members of the group to consent to the settlement may result in the withdrawal of the settlement offer. Despite these possibilities, Burnet County has determined that it is in Burnet County’s interests to have a single law firm group represent us jointly in continuing settlement discussions with Defendants in the Clean Diesel Litigation.

Burnet County agrees that any time it learns of any actual or potential conflict between our interests and other plaintiffs, it will immediately inform Lawyers so that Lawyers can determine whether they can continue to represent Burnet County in this matter. Burnet County understands that the benefit of representing plaintiffs jointly is the efficiency and unity of the positions the local governments present and potential cost savings. Burnet County also understands that the risk of not granting this waiver is that if a conflict arises among us, such as disagreeing on a settlement, Lawyers may need to withdraw from representing Burnet County, and if so, it will then be necessary for Burnet County to hire independent lawyers.

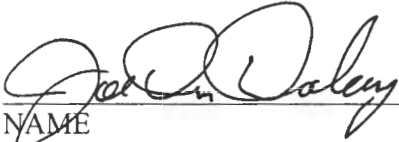
Burnet County understands and agrees that when one lawyer represents multiple clients in the same matter (1) the duty of confidentiality applies to all clients, meaning that nothing any client tells the lawyer will be shared with any *outside* party unless authorized; (2) a lawyer also owes a duty of loyalty to all jointly represented clients, so anything one client tells the lawyer that is material to the representation must also be shared with other jointly represented clients; (3) a lawyer will never withhold material information provided by one client to another, even if one jointly represented client requests that information be withheld from the others; (4) the disclosure of confidential information may be necessary to effectuate an aggregate settlement and Lawyers are hereby authorized to share such information with jointly-represented clients; and (5) if a dispute arises, the lawyer may be required to withdraw from Burnet

¹ The Mithoff Group consists of the Richard Mithoff, P.C., Baker • Wotring L.L.P., Beck Redden LLP, Abraham Watkins Nichols Agosto Aziz and Stogner, and The Patricia E. Garza Law Firm, PLLC.

County's case and can no longer provide legal advice to Burnet County. Burnet County further understands that if it wants independent advice or wishes to discuss matters in complete privacy, Burnet County will need separate counsel.

Finally, Burnet County understands that it is under no obligation to agree to joint representation, and it is encouraged to seek independent legal advice to determine whether this consent to joint representation and conflict waiver should be given.

After carefully considering the advantages and the possible adverse consequences of the joint representation, Burnet County confirms that it is giving its informed consent to waive any conflict of interest arising out of Lawyers' joint representation of other local governments in the Clean Diesel Litigation.


NAME

5-23-2023
DATE

SENIOR COMMISSIONER
TITLE