

RENE GUERRA



March 16 2009

Hidalgo County, Texas
Attention: J.D. Salinas, III, County Judge
P.O. Box 758
Edinburg, Texas 78540-0758

Hidalgo County Commuter Rail District
100 E. Cano, 2nd Floor
Edinburg, Texas 78539

To the County of Hidalgo and to the Hidalgo County Commuter Rail District:

I have been asked to provide legal representation to the Hidalgo County Commuter Rail District pursuant to a certain Interlocal Agreement to be entered into on the 17th day of March, 2009, a copy of which is attached hereto.

I am an Hidalgo County Assistant Criminal District Attorney assigned to Hidalgo County affairs. As such, I represent the County in legal matters that come before it. Therefore, by agreeing to represent both entities it is important that both entities are advised of and agree to my representation.

State Bar Rules, Art. 10, §9, Rule 1.06(c) permits a lawyer to represent a client despite possible adverse limitations "... if the lawyer reasonably believes that representation of each client will not be materially affected and each affected or potentially affected client consents to the representation after full disclosure of the existence, nature, implications and possible consequences of the common representation."

My representation of the Hidalgo County Commuter Rail District is intended as an interim measure until appropriate funding is obtained by the District. I believe that neither client's interests will be adversely affected. Further, I see no present conflict between the parties. However, if I believe a conflict has arisen, I will promptly resign my position as counsel to the Hidalgo County Commuter Rail District.

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By signing this letter in the places indicated below, the parties accept that there has been full disclosure as to any adverse implications and agree to my representation of both parties.

Very truly yours,

Antonio Mendoza
Assistant Criminal District Attorney

WITNESS THE HANDS OF THE PARTIES effective as of the day and year first written above.

Hidalgo County

Hidalgo County Commuter Rail District

JD Salinas III, County Judge

Godfrey Garza, Chair