

MICHAEL N. FEUER
CITY ATTORNEY

REPORT NO. R 19 - 0 2 3 7
AUG 0 1 2019

REPORT RE:

**REQUEST FOR WAIVER OF CONFLICT OF INTEREST
FOR CITY BOND/DISCLOSURE COUNSEL NIXON PEABODY LLP
IN ITS CONCURRENT REPRESENTATION OF
ATWATER INFRASTRUCTURE/LOWE
ON THE BUREAU OF SANITATION'S
CLEAN WATER CAMPUS PROJECT**

The Honorable City Council
of the City of Los Angeles
Room 395, City Hall
200 North Spring Street
Los Angeles, CA 90012

Honorable Members:

The City currently has or has had a number of contracts with the law firm Nixon Peabody LLP (the "Firm" or "Nixon") to perform bond, disclosure, and special tax counsel related work on our behalf. By letter dated July 1, 2019, the Firm notified the City Attorney of its desire to represent a joint venture between Atwater Infrastructure and Lowe ("Developer") in connection with the development, construction and management of the Los Angeles Bureau of Sanitation's Clean Water Campus and the Goodwill Industries Headquarters and Parking Facility (the "Project"). Nixon will serve as general transaction counsel to the Developer on legal matters relating to all aspects of the Project including, but not limited to, matters concerning bond financing, new markets tax credit financing, general real estate and land use considerations, and lease and parking related agreements and has stated that the Developer will work cooperatively with the City in connection with the Project, that the lawyers at the Firm who work on the Project will be different lawyers from those who represent or have represented the City, and that the Firm will not transmit to Developer any privileged, sensitive, proprietary or other confidential information of a nonpublic nature it has acquired as a result of its representation of the City.

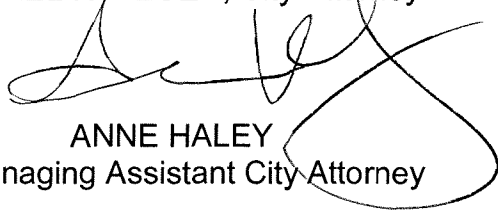
Under the Rules of Professional Conduct and other ethical rules applicable to all legal representation, the Firm may not oppose a current client, even on an unrelated matter, without informed consent, which it now requests. For the reasons stated above, in addition to the fact that the City is independently represented on the Project by Nossaman LLP and the City Attorney's belief that the City's position will not be compromised by the representation, the City Attorney recommends waiver of the conflict.

If you have any questions regarding this matter, please contact the undersigned at (213) 978-7009. A member of this Office will be present when you consider this matter to answer any questions you may have.

Very truly yours,

MICHAEL N. FEUER, City Attorney

By

A handwritten signature in black ink, appearing to read "Anne Haley", written over a large, circular scribble or stamp.

ANNE HALEY
Managing Assistant City Attorney