



Southern California Public Power Authority  
1160 Nicole Court  
Glendora, CA 91740  
(626) 793-9364

February 23, 2023

Via Electronic Mail

Glendale City Attorney's Office  
613 E. Broadway, Suite 220  
Glendale, California 91206  
Attn: Michael Garcia, City Attorney

**Re: Waiver of Conflicts of Interest – Christine Godinez**

Dear Mike:

As you know, prior to beginning my employment as General Counsel for the Southern California Public Power Authority ("SCPPA"), I worked for the Glendale City Attorney's Office where I served as counsel to the City of Glendale and Glendale Water & Power ("Glendale"). During my 21 years of employment at Glendale, I represented Glendale on various SCPPA-related transactions, including but not limited to: Project Agreements, Power Sales Agreements, Program Agreements, Task Orders, procurements, and financing transactions in connection with Authority projects, programs, and agreements (the "Matters"). The purpose of this letter is to provide written disclosures as required by the California State Bar Rules of Professional Conduct ("RPC") and seek Glendale's informed written consent and waiver of conflicts of interest related to my representation of SCPPA in the Matters in which I formerly represented Glendale.<sup>1</sup>

California Rules of Professional Conduct

RPC Rule 1.9 specifies that "a lawyer who has formerly represented a client in a matter shall not thereafter:

- represent another person in the same or a substantially related matter in which that person's interests are materially adverse to the interests of the former client, unless the former client gives informed written consent;
- use or reveal confidential information acquired by virtue of the representation of the former client to the disadvantage of the former client except as the RPC or the State Bar Act would permit with respect to a current client.

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<sup>1</sup> I have also sought and obtained SCPPA's informed written consent and waiver of conflicts.



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RPC Rule 1.11, entitled Special Conflicts of Interest for Former and Current Government Officials and Employees, specifies that a lawyer who has formerly served as a government employee: “shall not otherwise represent a client in connection with a matter in which the lawyer participated personally and substantially as a public official or employee, unless the appropriate government agency gives its informed written consent to the representation.” Rule 1.11 further provides that the prohibition on using or revealing confidential information as set forth in Rule 1.9(c) also applies to government employee lawyers.

#### Disclosure and Discussion

SCPPA’s role is to facilitate Projects and joint action within the scope of SCPPA’s Joint Powers Agreement on behalf of its member agencies, including Glendale. As such, my former representation of Glendale and/or current representation of SCPPA would not generally be materially adverse. There are circumstances, however, where SCPPA and Glendale (or other Members) are counterparties to an agreement, such as in the case of a Power Sales Agreements between SCPPA and Glendale, or, for example, with respect to the Southern Transmission System Renewal Agreements for the Acquisition of Capacity and Transmission Services Agreement. In such transactions, particularly where SCPPA and Glendale are counterparties to the transaction, there is a possibility that a dispute or adversity between SCPPA and Glendale could arise. Whether or not the representation would or may become materially adverse, my representation of Glendale in connection with such matters was “personal and substantial.” Accordingly, I am seeking Glendale’s informed written consent to my representation of SCPPA on Matters in which I previously represented Glendale.

In addition, during the course of my representation of Glendale, I have acquired confidential information which could be material to a matter in which I am currently representing SCPPA. In accordance with the RPC, all confidential information and documents obtained by me during my representation of Glendale remain protected by the attorney-client privilege and work-product privilege to the maximum extent permitted by applicable law. I will honor my duty of confidentiality to Glendale and obligations under the RPC which prohibit me from sharing or disclosing any such information to SCPPA (or others) or using any such information to Glendale’s disadvantage.

#### Waiver of Conflict of Interest

The purpose of this letter is to seek (1) your acknowledgement of receipt of the written disclosures as set forth herein; and (2) your written confirmation that you, on behalf of Glendale (i) agree to my representation of SCPPA notwithstanding my prior representation of Glendale with respect to the Matters; (ii) waive any conflict of interest arising from my prior representation of Glendale with respect to the Matters. This waiver does not apply to situations where conflicts cannot be waived under the RPC.



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Conclusion

If the City of Glendale concurs with the waiver, please sign below to indicate your consent.

Sincerely,

*Christine Godínez*

Christine Godínez  
General Counsel  
Southern California Public Power Authority

I have reviewed the foregoing letter with my client, City of Glendale. After careful consideration, the City of Glendale hereby waives the described conflicts of interest and agree to the provisions of this letter.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

City of Glendale

By: \_\_\_\_\_  
Michael J. Garcia,  
City Attorney