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Attorney

**ATTORNEY-CLIENT COMMUNICATIONS
PRIVILEGED AND CONFIDENTIAL**

July 27, 2026

Via Electronic Mail Only

Sonoma County Counsel's Office
Sonoma County Agricultural Preservation
and Open Space District
575 Administration Dr. #105A
Santa Rosa, CA 95403
Email: lisa.pheatt@sonoma-county.org

Re: Consent to Representation

Dear Lisa:

As you know, Shute, Mihaly & Weinberger LLP (the "Firm") previously represented the Sonoma County Agriculture Preservation and Open Space District (the "District") in matters related to conservation easements, including drafting a template form of conservation easement for the District to use in negotiations with landowners (the "Easement Work"). The Easement Work is complete and our representation of the District has terminated.

The Firm also represents the Petaluma River Park Foundation (the "Foundation") in connection with its creation of the Petaluma River Park. The Foundation is receiving funding from the District and as a result will be subject to a conservation easement held by the District. The Foundation has asked the Firm to assist with the conservation easement that the District will hold on the Foundation's land ("Conservation Easement"). This letter requests the District's informed written consent to our representation of the Foundation on the Conservation Easement given the possible conflict of interest between our Easement Work for the District and our work for the Foundation related to the Conservation Easement.

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It is conceivable that the District will elect to use the template form of easement the Firm developed and/or apply advice the Firm previously provided the District about conservation easements for the Conservation Easement with the Foundation. The overlapping subject matter of our past work for the District and our current work for the Foundation could result in a conflict of interest. It is not clear that the confidential information the District provided to the Firm in the course of the Easement Work will have any bearing on our work for the Foundation on the Conservation Easement. And even if the District utilizes the Firm's prior advice and/or Firm-produced documents in the negotiations with the Foundation, it is not yet clear whether the District and the Foundation will be materially adverse in the Conservation Easement matter or that either client will be disadvantaged by the Firm's work with the other. It seems reasonable to assume, however, that in the course of negotiating the business terms or other issues related to the Conservation Easement, the parties may take differing views on topics like restrictions on use of the property and indemnifications, and may consider compromising their position on certain topics to secure an overall favorable agreement. Our Firm's prior advice to the District may affect the District's positions in the Conservation Easement.

The risk of the conflict of interest is reduced because at the time we began representing the District on the Easement Work we erected an ethical screen to ensure confidential information shared with the attorneys at the Firm representing the District on the Easement Work ("SMW District Attorneys") was not shared with Firm attorneys who would represent clients on conservation easements with the District. This ethical screen will apply for the Foundation's Conservation Easement. The screen will prohibit SMW District Attorneys from working on or discussing the Conservation Easement with any Firm members working on the Conservation Easement. It also prevents Firm members working on the Conservation Easement from accessing the District's confidential files related to the Easement Work, and those attorneys have never had access to such files.

Accordingly, we are seeking the District's informed written consent to the Firm's representation of the Foundation on the Conservation Easement. We are making a similar disclosure to the Foundation and seeking its consent to the representation given our prior representation of the District.

You have the option of retaining legal counsel to advise you regarding this proposed consent to current representation. I encourage you to seek such independent counsel regarding the import of this consent, if you so desire, and would emphasize that you remain completely free to seek independent counsel at any time even if you decide to sign this consent.

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By signing and returning this letter, the District consents to and waives any conflicts arising from the Firm's representation of the Foundation on the Conservation Easement and agrees not to assert any conflict of interest or otherwise seek to disqualify the Firm from representing the Foundation on the Conservation Easement notwithstanding any adversity that exists or may develop in the future.

If the District Board of Directors agrees, please sign below and return a copy to me. If you have any questions about this letter, please do not hesitate to contact me.

Very truly yours,

SHUTE, MIHALY & WEINBERGER LLP



Tamara S. Galanter, Attorney

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ACCEPTED AND AGREED:

Sonoma County Agricultural Preservation
and Open Space District

Rebecca Hermosillo, President of the Board

Date: _____

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