

August 20, 2020

VIA ELECTRONIC MAIL

Katharine L. Elliott
County Counsel
County of Nevada
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**Re: Waiver of conflicts relating to electric utility de-energization events
and wireless telecommunications service providers**

Dear Ms. Elliott:

As we have discussed, our firm represents CTIA, a trade association for wireless telecommunications service providers, in a variety of regulatory matters at the California Public Utilities Commission. The CPUC has an ongoing proceeding, R.18-12-005, in which it is examining the electric utilities' practices and protocols for proactively de-energizing parts of their transmission and distribution systems to prevent wildfires and establishing regulations to govern the utilities' de-energization practices. Future phases of R.18-12-005 may address issues specific to telecommunications services and infrastructure. Additionally, the Joint Local Government coalition filed in April 2020 a joint motion in R.18-12-005, along with a number of other local government entities, for de-energization rules specific to the COVID-19 pandemic; one of the proposed rules addresses the ability of telecommunications systems to remain operational during a de-energization event that coincides with the COVID-19 pandemic. CTIA and several of its constituent members are parties to R.18-12-005 and may be impacted by the measures outlined in the joint motion or future telecommunications-related de-energization regulations. The local government coalition's participation in R.18-12-005 will likely present a conflict of interest for our firm, due to the firm's representation of CTIA.

Additionally, CTIA is a party to R.18-03-011, the Emergency Disaster Preparedness Rulemaking, in which the CPUC recently issued a proposal that would require telecommunications service providers, including wireless service providers, to, among other things, ensure their facilities are equipped with sufficient backup power to withstand multiple-day electric outages. Certain individual members of the Joint Local Government coalition have expressed an interest in participating in R.18-03-011, and additional members may wish to

participate in the future. The local governments' participation in R.18-03-011 will present a conflict of interest for our firm, due to the firm's representation of CTIA. CTIA has already signed a conflict waiver specific to R.18-03-011.

Finally, it is possible that in the future, the CPUC will open proceedings to address issues relating to telecommunications system resiliency, or will address such issues in future phases of existing proceedings. Under those circumstances, it is possible that the Joint Local Government coalition, or its individual members, may take incompatible or conflicting positions to any position(s) taken by CTIA. In that case, the local government coalition's participation in future proceedings relating to telecommunications system resiliency may present a conflict of interest for our firm.

It is my understanding that Nevada County may be willing to waive such conflicts. Accordingly, the purpose of this letter is to disclose the potential conflicts to you in writing and obtain your informed written consent to our continued representation, following written disclosure. In this regard, you may wish to consult with independent counsel to determine whether it is in your interest to provide such consent and waiver.

Direct and Potential Conflicts

There are two primary areas of direct or potential conflict that we believe could arise in this situation:

1. An actual or potential conflict in the legal rights or positions of the two clients; and
2. Confidentiality of our communications with the two clients.

Each of these conflicts is addressed below.

Our Duty of Loyalty

Our representation here will involve two clients, Nevada County and CTIA. Both clients have an interest in the measures proposed in the joint motion in R.18-12-005, the telecommunications resiliency proposal in R.18-03-011, and any future proceedings that address regulations relating to telecommunications system resiliency, and both clients will be impacted by any orders the CPUC issues resulting from those proposals. As we understand it, Nevada County and CTIA, or its constituent members, may take incompatible or conflicting positions on the measures in the de-energization resiliency proposal or any future CPUC regulations relating to telecommunications system resiliency during de-energization events, including the feasibility of the proposal and the robustness of the resiliency measures that must be employed by wireless telecommunications service providers. Nevada County will be represented in these matters by partner Megan Somogyi. CTIA will continue to be represented in these matters by partner Jeanne Armstrong. Ms. Somogyi will have no duty or obligation whatsoever to CTIA. An ethical wall will be established between the two sets of attorneys, pursuant to which no

Katharine L. Elliott
County Counsel
August 20, 2020
Page 3

communication regarding matters confidential to their clients with respect to the issues in R.18-12-005, R.18-03-011, or any future proceedings relating to telecommunications system resiliency will be permitted.

Our Duty of Confidentiality

In connection with this representation, we will refrain from disclosing to either client confidential communications obtained from the other client related to their respective interests in R.18-12-005, R.18-03-011, or any future proceedings relating to telecommunications system resiliency. We will steadfastly avoid any disclosure of such confidential information obtained in communications with one client to the other client. In this manner, we believe we can avoid a situation where our duty of loyalty to both clients is compromised by their differing interests in R.18-12-005, R.18-03-011, and any future proceeding relating to telecommunications system resiliency.

If the foregoing meets with your approval, please execute the following Acknowledgment, Consent, and Waiver and return to me by email.

Very truly yours,

GOODIN, MACBRIDE,
SQUERI & DAY, LLP

/s/ Megan Somogyi

Megan Somogyi

Acknowledgment, Consent, and Agreement

The undersigned hereby acknowledges the conflicts described in this letter, agree to the waivers and understandings set forth above, and consent to the representation of Nevada County and CTIA by Goodin, MacBride, Squeri & Day, LLP, as provided herein.

County of Nevada

By _____
Katharine L. Elliott, County Counsel

Dated: _____