

LOCAL  
GOVERNMENT  
LAW GROUP

*A member of Speer Hoyt LLC*

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September 20, 2021

**Via Email Only To:** [fhertel@sheridanfd.org](mailto:fhertel@sheridanfd.org)

Chief Fred Hertel  
SW Polk Co. Rural Fire Protection District  
230 SW Mill Street  
Sheridan, OR 97378

RE: West Valley Fire District/SW Polk Co. Rural Fire Protection District – Waiver of Conflict

Dear Chief Hertel:

As you know, this firm currently represents West Valley Fire District (West Valley), and SW Polk Co. Rural Fire Protection District (SW Polk) as general counsel. I understand that the Districts would like to create explore various agreements for the sharing of services and personnel between both Districts, and to work towards a possible consolidation of the two Districts

The proposal from the two Districts is for this firm to jointly represent both Districts to guide them collectively through the legal aspects of the consolidation process. The firm will bill SW Polk for the work and SW Polk will in turn seek reimbursement from West Valley so as to share equally in the costs of the joint legal services. We are pleased to assist you, subject to the following understandings.

Although the interests of both Districts are generally consistent and are not presently adverse to each other, each understands that differences may develop during the course of the representation. Even considering the possibility of these differences, both Districts have determined that it is in their individual and mutual best interest to have a single law firm represent both Districts jointly in connection with the proposed consolidation project. Please understand, though, that if our firm determines that a conflict develops, we will advise each District to obtain new legal counsel.

Accordingly, this letter confirms that we will represent both Districts jointly in connection with the proposed consolidation project. This will also confirm that both Districts have agreed to waive any conflicts of interest arising out of our representation of each in the matter described here. It is further understood and agreed that this law firm may freely convey information provided to us by one District to the other District in connection with

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this consolidation project and that there will be no secrets or confidentialities between the Districts regarding the consolidation.

According to Oregon State Bar rules, the firm may not engage in the representation of one client that conflicts with another client without informed consent after an explanation about the material risks of and reasonable alternatives to consenting. This means that I must explain to you the pros and cons of consenting, and that the firm cannot proceed with representation of the Districts regarding consolidation unless I receive consent from both Districts.

In deciding whether or not to consent, you should consider how our representation of the Districts, as described above, impacts you. For example, clients who are asked to waive or consent to conflicts typically should consider whether there is any material risk that "their" lawyer will be less zealous or eager on their behalf due to the conflict. Similarly, clients should consider whether there is any material risk that their confidences or secrets will be used against them due to the conflict. In the present case, I do not believe that there is a material risk of either type because it appears that all clients are merely exploring their options regarding consolidation and desire the same outcome. Nevertheless, these are issues that you should consider for yourself on behalf of each District.

Please review this matter carefully. If you have any questions that you would like me to answer before reaching a decision on this issue, please let me know.

The Oregon State Bar Rules also require that I recommend you consult with independent legal counsel before you reach a decision on whether to consent to this arrangement. You are not obligated to consult legal counsel if you do not wish to do so; however, the choice is yours.

If, after such review as you believe appropriate, you decide to consent to the firm's representation as described here, please sign and date the letter and send a copy back to me. For expediency on this matter, you could choose to scan and email me the signed letter.

Sincerely,

Ross M. Williamson  
[ross@localgovtlaw.com](mailto:ross@localgovtlaw.com)

RMW:arl

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**I HAVE READ, UNDERSTAND AND ACKNOWLEDGE THE ABOVE, AND HEREBY  
WAIVE ANY CONFLICT OF INTEREST WHICH MAY ARISE IN THIS SPECIFIC  
MATTER.**

West Valley Fire District

SW Polk Co. Rural Fire District

By: \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_