

RESOLUTION NO. _____

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE TEHAMA COUNTY FLOOD
CONTROL AND WATER CONSERVATION DISTRICT CONSENTING TO COUNTY
COUNSEL ADVISING AND REPRESENTING THE EL CAMINO IRRIGATION DISTRICT AND
WAIVING ANY ACTUAL OR POTENTIAL CONFLICT OF INTEREST CONCERNING THE
REPRESENTATION**

WHEREAS, the El Camino Irrigation District ("ECID") has asked the Tehama County Counsel's Office ("County Counsel") to provide legal advice and provide general counsel on its behalf;

WHEREAS, County Counsel currently serves as general counsel for, the Tehama County Flood Control and Irrigation District ("Flood District") and also serves as the legal advisor for the County of Tehama Board of Supervisors as well as a number of other separate legal entities that are governed by the same five (5) individuals that sit as the Board of Supervisors for the County, such as the Tehama County Air Pollution Control District, the Tehama County Board of Equalization, the Tehama County In Home Support Services Public Authority, and others (all such public entities that are governed by the same five (5) individuals are hereinafter referred to as "Related Public Entities");

WHEREAS, County Counsel may, upon request, represent local governmental entities that are distinct from County government ("Other Clients"), such as ECID;

WHEREAS, County Counsel's ability to represent the Flood District and ECID is governed by what are commonly called the California Rules of Professional Conduct, which include, but are not limited to, rules regarding conflicts of interest which require County Counsel to notify clients of any actual or potential conflicts of interest that exist or may arise during the course of such representation and obtain a written waiver from each client of those actual or potential conflicts of interest;

WHEREAS, before undertaking representation of the Flood District and ECID, County Counsel must receive an acknowledgment from both parties that: (1) The Flood District and ECID have been advised of the potential conflicts associated with each party's respective interests; (2) Nevertheless, both the District and ECID want County Counsel to represent them; and (3) Both parties are completely free to seek independent counsel at any time even if this resolution is adopted;

WHEREAS, although County Counsel is not presently aware of a conflict created by the proposed representation of ECID, the nature and scope of County Counsel's work for its primary clients, namely the Flood District, Related Public Entities, and Other Clients, may give rise to such conflicts of interest in the future and prior to adopting this resolution, both the Flood District and ECID must be made aware that the interests and objectives of the Flood District and ECID individually on certain issues may, at some time in the future, become inconsistent with the interests and objectives of the other party and that both parties understand this waiver and are comfortable with County Counsel representing both parties;

WHEREAS, County Counsel shall endeavor to avoid providing any services that would create a conflict of interest but in the event that a conflict does arise between the Flood District or other Related Public Entities on the one hand and ECID on the other hand, or if for any reason the County Counsel's office declines to or resigns from providing services to ECID, then ECID agrees that the County Counsel's Office may thereafter continue to act as legal counsel for the Flood District and that the County Counsel's Office shall not be disqualified from representing or otherwise carrying out any of its powers and duties on behalf of the Flood District; and

WHEREAS, the parties understand and acknowledge that County Counsel's representation of the parties may also result in the loss of the attorney-client privilege for communications between the parties and County Counsel, because anything disclosed by one client on a matter of common interest may be disclosed to a jointly represented client in a civil proceeding between the parties and that in the event of a dispute among the parties, County Counsel may be precluded from representing any individual party without first obtaining the consent of all concerned.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Flood District acknowledges that it has been advised by County Counsel that authorizing County Counsel to represent both the Flood District and the ECID may give rise to a conflict of interest between the District and ECID; acknowledges that it has been advised to seek the advice of independent counsel with respect to these issues; and, by adopting this resolution, elects to have County Counsel undertake the joint representation of the Flood District and ECID and waives any and all claims against County Counsel which may arise or accrue by reason of any such joint representation by County Counsel.

BE IT FURTHER RESOLVED that the Board of Directors of the Flood District agrees that should it discharge County Counsel as its legal counsel or should County Counsel withdraw as legal counsel for the Flood District, County Counsel shall have the right to continue representing the ECID in all matters without objection or interference by or from the Flood District which County Counsel would no longer represent.

The foregoing resolution was offered on a motion by Director _____, seconded by Director _____, and carried by the following vote of the Tehama County Flood Control and Water Conservation District Board of Directors

AYES:

NOES:

ABSENT OR NOT VOTING:

STATE OF CALIFORNIA)

)

COUNTY OF TEHAMA)

I, SEAN HOUGHTBY, County Clerk and ex-officio Clerk of the Board of Directors of the Tehama County Flood Control and Water Conservation District, State of California, hereby certify the above and foregoing to be a full, true and correct copy of a resolution adopted by the Board of Directors on the _____ day of _____, 2026

Dated: This ____ day of _____, 2026

**SEAN HOUGHTBY, County Clerk and ex-officio
Clerk of the Board of Directors, Tehama County
Flood Control and Water Conservation District**

By _____ Deputy