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June 2, 2022

Leon J. Page
County Counsel
Office of the County Counsel
333 W. Santa Ana Blvd., Ste 407
Santa Ana, CA 92701

Re: Orrick's Representation of NavVis in Mobile Light Bid

Mr. Page:

NavVis US, Inc. ("NavVis") has asked Orrick to represent it in connection with a one-year contract for mobile light detecting and ranging (the "New Matter") for the County of Orange, Public Works. NavVis submitted a bid for the contract on April 22, 2022 that included a proposal to revise the County's preferred contract terms. The bid submission is currently pending as of May 17, 2022. In the event the County asks for additional changes to the contract terms in connection with the submitted bid, NavVis would like Orrick to assist with the contract negotiation.

As you know, Orrick represents the County of Orange ("OC") in various matters and may continue to represent OC in other matters in the future (the "OC Matters"). The New Matter is unrelated to the OC Matters.

In order for Orrick to represent NavVis in the New Matter, we need a waiver of any conflict of interest between NavVis and OC with regard to the New Matter and consent to Orrick representing NavVis in the New Matter.

We ask that OC agree to grant this waiver, consent to Orrick's representation of NavVis in the New Matter and not to seek Orrick's disqualification from representing NavVis in the New Matter. This waiver and consent does not extend to any litigation or similar dispute between NavVis and OC arising out of or relating to the New Matter, and Orrick will not represent either NavVis or OC in connection with any such litigation or similar dispute.



Our office can represent that none of the attorneys or personnel involved with the representation of NavVis will be involved in the OC Matters. In addition, none of the attorneys or personnel in the OC matters will be involved in the representation of NavVis. Attorneys and personnel working on the OC Matters and the NavVis representation will maintain strict confidentiality within and outside our firm regarding both representations.

If you agree to the above-described waiver, please date and sign the enclosed copy and return it to me at your earliest convenience.

Once again, thank you very much for your understanding and cooperation on this matter.

Sincerely,

A handwritten signature in cursive script that reads "Philip Morgan".

Philip Morgan

AGREED:

Date: _____

_____, _____
Leon J. Page, County Counsel