

**EXHIBIT B**  
**TO**  
**PROFESSIONAL SERVICE AGREEMENT**  
**BETWEEN**  
**MONTEREY COUNTY**  
**COUNTY ADMINISTRATIVE OFFICE**  
**INTERGOVERNMENTAL & LEGISLATIVE AFFAIRS DIVISION**  
**AND**  
**BRENT R. HEBERLEE, NOSSAMAN LLP**  
**DISCLOSURE OF CONFLICTS OF INTEREST**

**A. DISCLOSURE OF CONFLICTS OF INTEREST**

The COUNTY recognizes that the CONTRACTOR has other clients for which it performs services similar to those provided for in this contract, and the interests of the CONTRACTOR's other clients may conflict with the interests of the COUNTY. When such conflicts of interest arise, the CONTRACTOR agrees to inform the COUNTY of the conflict, or potential conflict, immediately, and the CONTRACTOR agrees that it shall not take any action on behalf of the COUNTY or such other clients without the consent of the COUNTY.