

December 30, 2005

Privileged and Confidential
Attorney-Client Communication

Mr. Robert Damron
Cleburne Independent School District
505 N. Ridgeway
Suite 100
Cleburne, TX 76033

Re: Conflict of Interest Questionnaire Submission by Bracewell & Giuliani, L.L.P. under
new law (HB 914 – Texas Local Government Code Chapter 176)

Dear Mr. Damron:

As you may know, a new law becomes effective on January 1, 2006, that requires disclosure of potential conflicts of interest by certain officers of governmental entities (including public school district board members and superintendents) as well as by service providers of governmental entities, such as our law firm. The Texas Ethics Commission has recently approved the conflict of interest forms that must be completed by government officers and services providers. In a separate letter, we are providing some general guidance to our school district clients regarding the potential obligation for board members and superintendents to complete a conflict disclosure statement under the new law. The purpose of this letter, with the attached questionnaire form, is to meet our obligation as a service provider under the new law.

The attached questionnaire requires the disclosure of certain relationships between lawyers and employees of our firm and certain officers and employees of your district that could constitute a conflict of interest. In essence, we must disclose any affiliations or business relationships between individuals in our firm and board members, the superintendent, or employees who make recommendations regarding the expenditure of money in your district. The relationships that must be disclosed do not include our firm's relationship with your district as a provider of legal services, but rather pertain to other business relationships or affiliations, such as shared ownership in an outside business venture.

As reflected by the attached questionnaire, we are not aware of any relationships between lawyers or employees of our law firm and officers or employees of your district that must be disclosed. However, under the new law, it is not entirely clear whether the questionnaire must be filed with all government



Mr. Robert Damron
December 30, 2005
Page 2

entity clients of the firm, or only when such relationships exist. As such, out of an abundance of caution, we are filing the attached report with your district until there is more clarity regarding the filing obligations under the new law.

After reviewing the attached form, as well as the separate guidance letter we are providing regarding the disclosure requirement applicable to school district officials, if you or another officer becomes aware of a relationship that may need to be disclosed, please let us know so we can fulfill our reporting requirements under the law.

Please note that the attached form must be filed with the "records administrator" of your district, which the new law defines as the superintendent or "other person responsible for maintaining the records" of the district. Your district, by local policy or practice, may designate a particular individual as the person responsible for maintaining official records of the district, or you may have several people who maintain records depending on the nature of the records. As such, we request that you file the attached questionnaire with the person most appropriate to maintain this type of record.

Lastly, the new law requires that all disclosure forms filed with your district (whether by vendors or by the district's officers) be made available on the district's internet website, if such a website is maintained.

If you have any questions regarding this letter or the attached form, please call Philip Fraissinet at (713) 221-1431, or any other attorney in our Public Law Section.

Very truly yours,

Bracewell & Giuliani, L.L.P.
Bracewell & Giuliani LLP

Enclosure

CONFLICT OF INTEREST QUESTIONNAIRE

FORM CIQ

For vendor or other person doing business with local governmental entity

OFFICE USE ONLY

Date Received

This questionnaire is being filed in accordance with chapter 176 of the Local Government Code by a person doing business with the governmental entity.

By law this questionnaire must be filed with the records administrator of the local government not later than the 7th business day after the date the person becomes aware of facts that require the statement to be filed. See Section 176.006, Local Government Code.

A person commits an offense if the person violates Section 176.006, Local Government Code. An offense under this section is a Class C misdemeanor.

1 Name of person doing business with local governmental entity.

Bracewell & Giuliani LLP

2

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Check this box if you are filing an update to a previously filed questionnaire.

(The law requires that you file an updated completed questionnaire with the appropriate filing authority not later than September 1 of the year for which an activity described in Section 176.006(a), Local Government Code, is pending and not later than the 7th business day after the date the originally filed questionnaire becomes incomplete or inaccurate.)

3

Name each employee or contractor of the local governmental entity who makes recommendations to a local government officer of the governmental entity with respect to expenditures of money AND describe the affiliation or business relationship.

No applicable relationships

4

Name each local government officer who appoints or employs local government officers of the governmental entity for which this questionnaire is filed AND describe the affiliation or business relationship.

No applicable relationships

CONFLICT OF INTEREST QUESTIONNAIRE

FORM CIQ

Page 2

For vendor or other person doing business with local governmental entity

5 Name of local government officer with whom filer has affiliation or business relationship. (Complete this section only if the answer to A, B, or C is YES.)

This section, item 5 including subparts A, B, C & D, must be completed for each officer with whom the filer has affiliation or other relationship. Attach additional pages to this Form CIQ as necessary.

No applicable relationships

A. Is the local government officer named in this section receiving or likely to receive taxable income from the filer of the questionnaire?

☐ Yes

☐ No

B. Is the filer of the questionnaire receiving or likely to receive taxable income from or at the direction of the local government officer named in this section AND the taxable income is not from the local governmental entity?

☐ Yes

☐ No

C. Is the filer of this questionnaire affiliated with a corporation or other business entity that the local government officer serves as an officer or director, or holds an ownership of 10 percent or more?

☐ Yes

☐ No

D. Describe each affiliation or business relationship.

6

Brucewell & Girolani, LLP
Signature of person doing business with the governmental entity

12/30/05

Date