

**SUBMITTAL TO THE BOARD OF SUPERVISORS  
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

205A



**SUBMITTAL DATE:  
October 23, 2014**

**FROM:** County Counsel

**SUBJECT:** Conflicts Waiver

**RECOMMENDED MOTION:** That the Board of Supervisors:

1. That the Board approve the waiver of conflict of interest and authorize County Counsel to sign the waiver for Best Best & Krieger LLP (BB&K) to represent the Riverside-Corona Resource Conservation District concerning its representation of the District with respect to various In-Lieu Fee Credit Purchase Agreements proposed to be entered into between the District and the County.

**BACKGROUND:**

**Summary**

The County has retained Best Best & Krieger LLP (BB&K) to act as legal counsel on several matters. BB&K also desires to represent the District concerning In-Lieu Fee Credit Purchase Agreements proposed to be entered into between the District and the County. The Transportation Department has requested the District to enter into such as agreement to offset environmental impacts associated with the Gilman Springs Road Shoulder Widening and Curve Realignment Project. (Continued on Page 2).

Gregory P. Priamos  
County Counsel

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost:	POLICY/CONSENT (per Exec. Office)
COST	\$ 0	\$ 0	\$ 0	\$ 0	Consent <input type="checkbox"/> Policy <input checked="" type="checkbox"/>
NET COUNTY COST	\$ 0	\$ 0	\$ 0	\$ 0	

**SOURCE OF FUNDS:** N/A

**Budget Adjustment:** N/A

**For Fiscal Year:** 2014/2015

**C.E.O. RECOMMENDATION:**

APPROVE

County Executive Office Signature

BY:

Denise C. Harden

**MINUTES OF THE BOARD OF SUPERVISORS**

On motion of Supervisor Ashley, seconded by Supervisor Jeffries and duly carried, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Jeffries, Stone, Benoit and Ashley  
 Nays: None  
 Absent: Tavaglione  
 Date: November 24, 2014  
 xc: Co.Co., District, BB&K, COB<sub>cm</sub>

Kecia Harper-Ihem  
Clerk of the Board

By: Deputy

Prev. Agn. Ref.:

District: ALL

Agenda Number:

**3-21**

FORM APPROVED COUNTY COUNSEL 10/26/14  
DATE  
BY: GREGORY P. PRIAMOS

Departmental Concurrence

- A-30
- 4/5 Vote
- Positions Added
- Change Order

**BACKGROUND:**  
**Summary (continued)**

The Transportation Department is also anticipating the need to use the District's in-lieu fee program for other projects including, but not limited to: Cajalco Road, Scott Road at I-215, Newport Road at I-215, Mission Blvd. Bridge, Market Street Bridge, Hamner Avenue Bridge, Temescal Canyon Road, Van Buren Blvd. Limonite at I-215, Salt Creek Trail and the Santa Ana River Trail.

County Counsel staff has reviewed the attached waiver of conflict of interest letter and does not believe that the County's interests would be adversely affected or that a conflict of interest would arise with BB&K's representation of the Riverside-Corona Resource Conservation District in connection with In-Lieu Fee Credit Purchase Agreements that may be entered into with the County.

The request for a conflicts waiver by BB&K is prompted by Rule 3-310 of the California Rules of Professional Conduct, which provides, in pertinent part:

- “(C) A member {of the Bar} shall not, without the informed written consent of each client:
- (1) Accept representation of more than one client in a matter in which the interests of the clients potentially conflict; or
  - (2) Accept or continue representation of more than one client in a matter in which the interests of the clients actually conflict; or
  - (3) Represent a client in a matter and at the same time in a separate matter accept as a client a person or entity whose interest in the first matter is adverse to the client in the first matter.”

**Impact on Citizens and Businesses**

N/A

**SUPPLEMENTAL:**  
**Additional Fiscal Information**

N/A

**Contract History and Price Reasonableness**

N/A

**ATTACHMENTS:**

- A. Conflict Waiver Letter from Best Best & Krieger LLP

ATTACHMENT "A"



**BEST BEST & KRIEGER**  
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**Ward H. Simmons**  
(951) 686-1450  
ward.simmons@bbklaw.com

October 7, 2014

Gregory P. Priamos, County Counsel  
Karin Watts-Bazan, Principal Deputy  
County Counsel  
Office of the County Counsel  
County of Riverside  
3960 Orange Street, 5th Floor  
Riverside, CA 92501

Re: Informed Consent – Riverside-Corona Resource Conservation District

Dear Mr. Priamos:

Best Best & Krieger LLP (“BBK”) is general counsel to the Riverside-Corona Resource Conservation District (the “District”). Recently the District informed us that the County of Riverside (“County”) through its Department of Transportation had asked the District to enter into an agreement to purchase in-lieu fee credits to offset impacts associated with the Gilman Springs Road Shoulder Widening and Curve Realignment Project which improved traffic safety along a 2.44 mile segment of the existing Gilman Springs Road by providing additional paved shoulders, improved horizontal alignments, and enhanced night-time guidance with new rumble stripes. The County Department of Transportation is also anticipating using RCRCDC’s in-lieu fee program for other projects including, but not limited to: Cajalco Road, Scott Road at I-215, Newport Road at I-215, Mission Blvd. Bridge, Market Street Bridge, Hamner Avenue Bridge, Temescal Canyon Road, Van Buren Blvd., Limonite at I-215, Salt Creek Trail and the Santa Ana River Trail.

BBK also serves as special counsel to County. Therefore, it is necessary to obtain consent from both the District and County regarding BBK’s involvement in this matter. We must inform you about our concurrent representation of the District and County, discuss with you the potential impact of our representation and obtain your informed written consent.

**RULES OF PROFESSIONAL CONDUCT**

Rule 3-310 of the California Rules of Professional Conduct provides in pertinent part:

- (C) A member [of the Bar] shall not, without the informed written consent of each client:



**BEST BEST & KRIEGER**  
ATTORNEYS AT LAW

- (1) Accept representation of more than one client in a matter in which the interests of the clients potentially conflict; or
  - (2) Accept or continue representation of more than one client in a matter in which the interests of the clients actually conflict; or
  - (3) Represent a client in a matter and at the same time in a separate matter accept as a client a person or entity whose interest in the first matter is adverse to the client in the first matter.
- (D) A member who represents two or more clients shall not enter into an aggregate settlement of the claims of or against the clients without the informed written consent of each client.

**OUR REPRESENTATION**

We will continue to represent the District as general counsel. As such, we plan to assist the District in drafting and negotiating a credit purchase agreement and to review relevant materials associated with this matter. We will not represent County in this matter, but plan to continue working with County in other, unrelated matters.

**ADVERSE CONSEQUENCES**

We are obliged to inform you of any actual or reasonably foreseeable adverse effects of this representation. It is possible that conflicts between the County and the District could develop into contentious disputes and result in litigation. This scenario could have potentially problematic results in regard to our representation of you. In particular,

- We may be tempted to favor the interests of one client over the other.
- We may not be able to present the appropriate position, claims or defenses for a client in order to avoid taking adverse positions to the other client.
- We may be restricted from forcefully advocating a client's position for fear of alienating the other client.
- We may be forced to withdraw from representing either or both clients because of disputes or further conflicts of interest which could increase either or both clients' attorney's fees and costs.

**YOUR CONSENT**

By signing this letter now, you will be agreeing that we may represent the District in this matter, despite the potential conflict that could occur with County. We have also asked the

October 7, 2014  
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**BBK**  
**BEST BEST & KRIEGER**  
ATTORNEYS AT LAW

District sign a similar waiver and consent. We do not believe that any of these matters will be controversial.

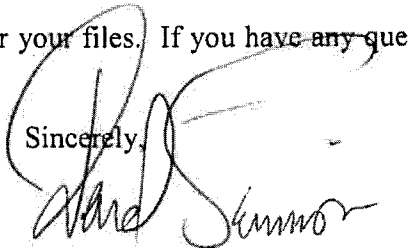
I believe that you are familiar with the factual background in this matter, and I have given you a sufficiently-detailed description for obtaining informed written consent. However, if you believe that there is any other information that you or I need to have before such consent can be granted, please let me know immediately.

In the event that circumstances change or we become aware of new information that requires a new consent from the parties, you will be notified of that fact immediately, and continued representation will be subject to the informed written consent of involved parties.

I should emphasize that you are entitled to and should consider obtaining an independent legal opinion regarding the advisability of signing this consent form.

Your execution of this consent form will constitute an acknowledgment of full disclosure in compliance with the requirements of Section 3-310 of the California Rules of Professional Conduct previously quoted in this letter.

A copy of this letter is enclosed for your files. If you have any questions, please do not hesitate to call.

Sincerely,  
  
Ward H. Simmons  
BEST BEST & KRIEGER LLP

AGREED AND ACCEPTED:

By: \_\_\_\_\_  
County of Riverside

Dated: \_\_\_\_\_