

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

328 A



FROM: : County Counsel

SUBMITTAL DATE:
June 15, 2015

SUBJECT: Conflicts Waiver for Law Firm of Hooper, Lundy & Bookman, P.C. to represent the County of San Bernardino (District: All)

RECOMMENDED MOTION: That the Board of Supervisors approve the letter waiver of conflict of interest and authorize County Counsel to sign the waiver for the law firm Hooper Lundy Bookman P.C. to represent the County of San Bernardino in a transaction regarding Arrowhead Regional Hospital's transition to an Electronic Health Records (EHR) platform with Loma Linda University Health Systems (LLUH) and a potential clinically integrated network arrangement that may also include the County.

BACKGROUND:

Summary

The County has previously retained Hooper Lundy Bookman, P.C., to act as a legal counsel on behalf of the hospital with regard to a collection matter and other matters. Hooper Lundy Bookman, P.C. also desires to represent the County of San Bernardino in a transaction with regard to the Hospital's transition to the EHR platform LLUH) and a potential clinically integrated network.

(continued on next page)

GREGORY P. PRIAMOS
County Counsel

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

SOURCE OF FUNDS:

Budget Adjustment:

For Fiscal Year:

C.E.O. RECOMMENDATION:

APPROVE

BY:

Tina Grande

County Executive Office Signature

MINUTES OF THE BOARD OF SUPERVISORS

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

Ayes: Jeffries, Tavaglione, Washington, Benoit and Ashley
Nays: None
Absent: None
Date: June 30, 2015
xc: Co.Co.

Kecia Harper-Ihem
Clerk of the Board

By
Deputy

Prev. Agn. Ref.:

District: All

Agenda Number:

3-12

Departmental Concurrence

Positions Added

Change Order

A-30

4/5 Vote

BACKGROUND:

Summary (continued)

County Counsel staff has reviewed the attached waiver of conflict of interest letter and do not believe a conflict of interest would arise in connection with the firm's representation or that the County's interests would be adversely affected by the firm's representation of the County of San Bernardino in the LLUH EHR transaction. Hooper Lundy Bookman, P.C. is not currently handling any matters on behalf of the County. Furthermore, Counsel on the County of San Bernardino matter will not have access to County files.

The request for a conflicts waiver by Hooper Lundy Bookman, P.C. 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: Conflict Waiver Letter from Hooper Lundy Bookman, P.C.

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LLOYD A. BOOKMAN
W. BRADLEY TULLY
JOHN R. HELLOW
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GLENN E. SOLOMON
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DEVIN M. SENELICK
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M. STEVEN LIPTON
HARRY SHULMAN
PAUL T. SMITH

ALL ATTORNEYS ADMITTED IN CALIFORNIA
AND NOT D.C. UNLESS NOTED

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& MARYLAND ONLY
*** ADMITTED IN WASHINGTON, D.C.,
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HOOPER, LUNDY & BOOKMAN, P.C.

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WRITER'S E-MAIL ADDRESS
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FILE NO. 77002.922

VIA EMAIL and U.S. MAIL

Anita C. Willis
Assistant County Counsel
County of Riverside
3960 Orange Street, Suite 500
Riverside, CA 92501

Re: Conflict Waiver

Dear Anita:

As you know, Hooper, Lundy & Bookman, P.C. ("HLB") represents Riverside County Regional Medical Center ("Riverside") with respect to various matters. Now, HLB has been asked to represent Arrowhead Regional Medical Center, the San Bernardino County hospital ("SB County") in connection with a potential clinically integrated network arrangement with Loma Linda University Medical Center, Riverside, and Inland Empire Health Plan (the "Transaction").

It is our understanding that the work the firm has been asked to perform for SB County does not specifically involve matters we have handled, or are handling, for Riverside. However, HLB's representation of SB County in connection with the Transaction raises a potential conflict of interest. For example, it is possible that during the course of HLB's representation of Riverside, HLB may have learned information or could learn information that would be important to SB County but that HLB could not disclose to SB County. Similarly, it is possible that during the course of HLB's representation of SB County, HLB could learn information that would be important to Riverside but that HLB could not disclose to Riverside.

Therefore, we are seeking this conflict waiver from you so that we can represent SB County in the Transaction, while also representing Riverside on other, unrelated matters. Since

HOOPER, LUNDY & BOOKMAN, P.C.

HEALTH CARE LAWYERS

Anita C. Willis
Assistant County Counsel
County of Riverside
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the ethical rules of the State Bar of California require that such a waiver be in writing, we request that you provide written confirmation of your waiver.

In particular, there are two issues for Riverside to consider in deciding whether to consent to the firm's representation of SB County in connection with the Transaction. First, it is important for Riverside to understand that in connection with our work for Riverside, the firm's duty will be to Riverside and that the firm will be working solely to advance Riverside's interests in connection with such work, and likewise, in the work we do for SB County, we will work solely to advance the interests of SB County.

Second, the firm will acquire confidential information in the course of representing Riverside that Riverside may not want disclosed to SB County. Under California law, we have a duty not to use such information or disclose it to others without Riverside's consent. Similarly, without SB County's consent, we will not disclose to Riverside any confidential information of SB County we acquire in the course of representing SB County.

We take our ethical obligations seriously and we intend to implement appropriate measures to reduce the possibility that confidential information will be transmitted to any other party without Riverside's consent. However, ultimately, Riverside must be comfortable with our ability and commitment to maintain such confidentiality.

By signing this Conflict Waiver, Riverside is granting its informed written consent. Riverside acknowledges that HLB has encouraged Riverside to seek independent counsel regarding the import of this consent, if Riverside so desires, and has emphasized that Riverside remains completely free to seek independent counsel at any time, now and/or later, even if Riverside decides to sign this Conflict Waiver.

Please consider this letter carefully before consenting. Please feel free to call me if you have any questions regarding its contents.

If Riverside consents to the firm's representation of SB County in connection with the Transaction, while HLB also represents Riverside on unrelated matters, then please sign and date this letter where indicated below and return it to me.

Again, thank you for your consideration.

Very truly yours,



Charles B. Oppenheim

CBO/mah

HOOPER, LUNDY & BOOKMAN, P.C.

HEALTH CARE LAWYERS

Anita C. Willis
Assistant County Counsel
County of Riverside
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I, the undersigned authorized representative of Riverside County Regional Medical Center and its affiliated entities, have read and understand this conflict waiver and, on behalf of Riverside County Regional Medical Center, hereby waive any conflict of interest arising from HLB's representation of the County of San Bernardino, in connection with the Transaction, while also representing Riverside County Regional Medical Center, pursuant to the terms of this Conflict Waiver.

Signature: _____
Print Name: _____
Title: _____
Date: _____