

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

943



FROM: County Counsel

SUBMITTAL DATE:
August 19, 2015

SUBJECT: Approval of and Authorization to Sign the Conflicts Waiver for Foley & Lardner to represent the County of Riverside in Connection with the Formation of a Clinically Integrated Network (CIN) with Loma Linda University Medical Center and San Bernardino County's Arrowhead Regional Medical Center; District: All [\$0]

RECOMMENDED MOTION: That the Board of Supervisors:

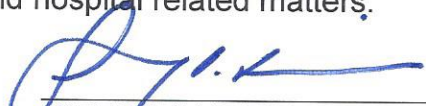
1. Approve the waiver of conflict of interest and authorize County Counsel to sign the waiver for the law firm Foley & Lardner, LLP to represent the County in connection with the potential formation of a clinically integrated network (CIN) with Loma Linda University Medical Center and San Bernardino County's Arrowhead Regional Medical Center.

BACKGROUND:

Summary

The County currently utilizes the law firm of Foley & Lardner, LLP, to provide counsel services on behalf of the hospital with regard to various healthcare and hospital related matters.

Continued on the next page.


GREGORY P. PRIAMOS
County Counsel

Departmental Concurrence

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:

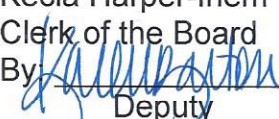

Tina Grande

County Executive Office Signature

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Jeffries, seconded by Supervisor Tavaglione 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: September 1, 2015
xc: Co.Co.

Kecia Harper-Ihem
Clerk of the Board
By: 
Deputy

3-8

A-30

Positions Added

4/5 Vote

Change Order

Prev. Agn. Ref.:

District: ALL

Agenda Number.

**SUBMITTAL TO THE BOARD OF SUPERVISORS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA
FORM 11: Approval of and Authorization to Sign the Conflicts Waiver for Foley & Lardner to
represent the County of Riverside in Connection with the Formation of a Clinically
Integrated Network (CIN) with Loma Linda University Medical Center and San Bernardino
County's Arrowhead Regional Medical Center; District: All [\$0]**

DATE: August 19, 2015

PAGE: 2 of 2

BACKGROUND:

Summary (continued)

Foley & Lardner, LLP also represents San Bernardino County on health care related and other matters. San Bernardino County is represented by the law firm Hooper, Lundy, Bookman, P.C for the CIN matter. The Board of Supervisors approved and signed a waiver of conflict for this firm on the CIN matter, as they provide representation to the County of Riverside for other matters outside of the CIN project (Item 3-12 6/30/15).

County Counsel staff has reviewed the attached waiver of conflict of interest letter and do not believe an actual 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 San Bernardino County in other matters. At this juncture the interests of Riverside County and San Bernardino are aligned with respect to the CIN matter. Nevertheless, the representation of both parties may create a potential conflict of interest. Therefore, County Counsel recommends approval and the signing of the waiver.

The request for a conflicts waiver by Foley & Lardner, LLP. 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 Foley & Lardner, LLP



FOLEY & LARDNER LLP

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WWW.FOLEY.COM

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213.972.4669

diane.ung@foley.com

CLIENT/MATTER NUMBER
176955-0100
174855-0100-Matter 1011

July 31, 2015

PRIVILEGED AND CONFIDENTIAL

Via E-Mail

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

Frank Salazar
Deputy County Counsel
County of San Bernardino
385 North Arrowhead Avenue, 4th Floor
San Bernardino, CA 92415-0140

Re: Waiver of Conflict – Clinical Integration Network

Dear Ms. Willis and Mr. Salazar,

As you know, Foley & Lardner LLP represents and provides legal advice to the County of Riverside and its health facilities, including the Riverside County Regional Medical Center ("Riverside"), and the County of San Bernardino and its health facilities, including the Arrowhead Regional Medical Center ("ARMC"), in various capacities. We have been requested by Riverside to represent and advise it concerning the creation of a clinical integration network involving Riverside, ARMC, and Loma Linda University Health ("CIN Matter").

At this juncture, the interests of Riverside and ARMC are aligned with respect to the CIN Matter. However, given this firm's attorney-client relationship with both parties on various unrelated matters, our representation of Riverside in the proposed CIN Matter might create a potential conflict of interest. The parties may consent to waive the conflict. By this letter, we are confirming your understanding that our sole client for purposes of the CIN Matter will be Riverside, and your consent to waive any objection based on this conflict of interest and to our continued representation of the parties in unrelated matters.

Our firm is governed by specific rules relating to our representation of clients when potential or actual conflicts of interest may exist, or exist. Rule 3-310(C) of the Rules of Professional Conduct of the State Bar of California reads as follows:

Rule 3-310(C). AVOIDING THE REPRESENTATION OF ADVERSE INTERESTS

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

BOSTON
BRUSSELS
CHICAGO
DETROIT

JACKSONVILLE
LOS ANGELES
MADISON
MIAMI

MILWAUKEE
NEW YORK
ORLANDO
SACRAMENTO

SAN DIEGO
SAN FRANCISCO
SHANGHAI
SILICON VALLEY

TALLAHASSEE
TAMPA
TOKYO
WASHINGTON, D.C.

July 31, 2015

Page 2

(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.

It is in accordance with Rule 3-310(C), as set forth above, that we are requesting your informed and written consent to continue our current representation of ARMC and Riverside in unrelated matters, while we advise Riverside in connection with the CIN Matter. This waiver would not extend to any potential litigation between the parties relating to the CIN Matter.

If this meets with your approval, we ask that an authorized representative execute this letter in the space provided below and return it via email or hard copy. We understand from representatives of both counties that time is of the essence.

Your cooperation in this matter is appreciated. Thank you so much.

Sincerely,

FOLEY & LARDNER LLP

By: *Diane Ung*
Diane Ung

The undersigned acknowledges receipt and understanding of this letter, and gives its informed consent to legal representation by Foley & Lardner LLP of the County of Riverside, and of the County of San Bernardino, on the terms described above.

AGREED AND ACCEPTED:

COUNTY OF RIVERSIDE

COUNTY OF SAN BERNARDINO

By: _____

By: _____

(Title) _____

(Title) _____

(Date) _____

(Date) _____

cc: William Gorenstein
Frank Arambula