

**REPORT/RECOMMENDATION TO THE BOARD OF SUPERVISORS
OF SAN BERNARDINO COUNTY
AND RECORD OF ACTION**

March 29, 2022

FROM

TOM BUNTON, County Counsel

SUBJECT

Consent to Representation and Waiver of Potential Conflict of Interest

RECOMMENDATION(S)

1. Approve a consent to representation and waiver of potential conflict of interest arising out of representation of Base Education, LLC and Duke Energy Corporation by Holland & Hart LLP.
2. Authorize the County Counsel or a Principal Assistant County Counsel to execute the Waivers of Conflict with Holland & Hart LLP.

(Presenter: Tom Bunton, County Counsel, 387-5455)

COUNTY AND CHIEF EXECUTIVE OFFICER GOALS & OBJECTIVES

Operate in a Fiscally-Responsible and Business-Like Manner.

Pursue County Goals and Objectives by Working with Other Agencies and Stakeholders.

FINANCIAL IMPACT

This item will not result in the use of additional Discretionary General Funding (Net County Cost). The costs for the identified legal services are included in the Administrative Services Agreement with Voya Financial.

BACKGROUND INFORMATION

Voya Financial (Voya) performs all Administrative Services for the County's retirement plans (401(a), 457(b), 401(k) and the Voluntary Employees' Beneficiary Association (VEBA). Part of Voya's duties as the County's Administrative Services provider is to make sure the County's plan documents are up to date. To assist in this endeavor, Voya wants to hire an outside law firm, Holland & Hart LLP (Holland & Hart). Holland & Hart is on a list of firms that Voya is personally familiar with that review and, if necessary, revise Retirement Plan documents. Holland & Hart has identified two conflicts of interest, that are listed in the ~~attached~~ Conflict Waivers. The cases where Holland & Hart represents parties adverse to the County do not involve Retirement Plan advice and are handled by attorneys in a separate division of the firm. Holland & Hart has experience in reviewing and revising Retirement Plan documents and has a good reputation in the field.

County Counsel has reviewed the Conflict Waivers related to Holland & Hart's representation of Base Education, LLC and Duke Energy Corporation and believes it would be appropriate for the Board of Supervisors to agree to waive Holland & Hart's conflicts.

PROCUREMENT

Not applicable.

REVIEW BY OTHERS

This item has been reviewed by County Counsel (Jolena Grider, Deputy County Counsel, 387-5455) on March 4, 2022; Finance (Carl Lofton, Administrative Analyst, 387-5404) on March 10,

2022; and County Finance and Administration (Paloma Hernandez-Barker, Deputy Executive Officer, 387-5423) on March 13, 2022.