



## MINUTES

### **SPECIAL MEETING OF THE GOVERNING BOARD FEBRUARY 1, 2023 – 5:00 P.M.**

The Governing Board held on Wednesday, February 1, 2023 at 5:02 p.m. a Special Meeting Via Teleconference pursuant to Government Code § 54953, which allows the continuation to hold meetings without gathering in a room in an effort to minimize the spread and mitigate the effects of COVID-19 (Corona Virus Disease of 2019).

**CALL TO ORDER** Vice-Chair Nolte called the meeting to order at 5:02 p.m.

**ROLL CALL** Roll call was taken by JPA Administrator/Clerk Olmos.

#### GOVERNING BOARD

**PRESENT:** John Nolte, City of Pomona, Vice-Chair  
Carolyn Cockrell, City of La Verne, Board Member (joined at 5:04 pm)  
Paula Lantz, City of Pomona, Board Member  
Wendy Lau, City of La Verne, Vice-Chair  
Elizabeth Ontiveros-Cole, City of Pomona, Board Member  
Ronald T. Vera, City of Claremont, Board Member  
Jamie Earl, City of Claremont, Alternate Board Member

**ABSENT:** Jed Leano, City of Claremont, Chair

#### STAFF

**PRESENT:** Rimmi Hundal, Executive Director  
Darold D. Pieper, General Counsel  
Diana Acosta, Chief Financial Officer  
Mica Olmos, JPA Administrator/Clerk

#### **PUBLIC COMMENT**

There was no public comment.

#### **NEW BUSINESS**

##### **1. APPROVAL OF TCMHA'S REQUEST FOR QUOTES (RFQ) FOR GENERAL COUNSEL SERVICES**

JPA Administrator/Clerk Olmos reported that during the Governing Board's meeting in January, Executive Director Hundal announced that Tri-City's current General Counsel Darold Pieper had submitted his resignation; that the Governing Board directed staff to immediately begin the recruitment for the next general counsel and to draft a Request For Quotes (RFQ); and today staff was presenting the RFQ to the Board for its review, comment, and ultimately its approval.

Vice-Chair Nolte stated that the Board had an opportunity to review the RFQ and inquired if any Board Members had comments or questions about the RFQ.

Board Member Vera inquired, in terms of the legal issues, what would be the most challenging for Tri-City, aside from the Bankruptcy.

General Counsel Pieper stated that it is hard to surpass the bankruptcy; and that a lot of the job involves reviewing contracts; providing some personnel advice; and a whole lot of work recently related to the funding streams, noting that this has been an issue in the past; and also responding to various federal, state, or local requirements for funding.

Board Member Vera stated that he is aware that Tri-City uses Liebert, Cassidy & Whitmore (LCW) for personnel related issues, and inquired about Counsel Pieper's advice as to whether any new counsel should incorporate what LCW does, or if Tri-City should just continue to use LCW for those issues that we now use them for.

General Counsel Pieper stated that LCW is one of the most prominent among public agencies for human resources work, pointing out that they provide good training. He also noted that like anything, it is somewhat dependent on the people you deal with, and said that for the last 17 years LCW have supplied all of the HR advice needed for the City of Vista, and that they are happy with their work; that there are other firms that that work in this area, but he does not recall working with any other firms; that LCW has a call-in program where you basically subscribe, call in and get quick advice over the phone, which is very attractive to most agencies; and that as an issue, if he was coming as the new counsel, it would not be on his immediate agenda to consider making a replacement.

Board Member Lau stated that whoever ultimately becomes the general counsel will have some feedback for the Board, with a new set of eyes; and that there is something to be said for the institutional knowledge that have worked with the Board in the past, but there may be opportunities for cost savings or efficiencies that the Board may not be aware of; thus, she believes that it is good to have Counsel Pieper's input, but that at the end of the day it will be the new counsel person who will be giving advice to the Board on what they should be doing moving forward.

Board Member Vera concurred with Board Member Lau's comment.

General Counsel Pieper stated that the Board may select a firm that has a very substantial internal HR component and might choose to go in that direction.

Alternate Board Member Earl referred to the proposed agreement, which is for three years with two optional one-year extensions, and inquired if at the end of the five years a new RFQ process will be required or if there will be room to negotiate if everyone was satisfied with the firm that was chosen.

General Counsel Pieper stated that legally, and if everyone is happy, any contract can be amended including being amended around the issue of no remaining options; and that yes, the agreement can definitely go on beyond that point, noting that it is commonly done.

Vice-Chair Nolte referred to the RFQ Schedule on Page 4, and stated that responses to written questions due on February 13th, and inquired who would respond to the questions. General Counsel Pieper replied that staff would normally respond to any written questions.

Vice-Chair Nolte then inquired if Board Members were fine with the interviews being scheduled on March 1st.

Board Member Lau stated that the Board had agreed on scheduling the interviews on March 1st; however, the time will have to be determined later on because it will depend on how many Responses are received and how many Proposers will be interviewed.

Discussion ensued regarding how long after the hiring of the new counsel, current General Counsel Pieper will provide services for Tri-City. General Counsel Pieper agreed to stay until the end of March to help with the transition.

Board Member Vera reported that Chair Leano indicated that any law firm that is presently providing advice to one of the three cities may have a conflict, and inquired if the conflict of interest is referenced in the RFQ.

Board Member Lau replied that there is a section on conflict of interest included in the RFQ, and in her experience, law firms check for a conflict of interest before they prepare a proposal, since it would be a waste of their time to go through the process if there is a conflict that would prevent them from doing the work.

General Counsel Pieper stated that firms do their conflict check right up front.

Board Member Lantz commented that it seemed like a very short time to submit any questions if they had any, and inquired if this is customary.

General Counsel Pieper stated that it is on the shorter side; however, usually there are not any major questions; and indicated that law firm engagements are pretty well known to the firms and they tend to have a boiler plate ready to go for RFQ processes.

Vice-Chair Nolte opened the meeting for public comment; and there was no public comment.

There being no further discussion, Board Member Vera moved, and Board Member Ontiveros-Cole seconded, to approve the RFQ for General Counsel Services and authorize staff to issue it on February 3, 2023 to invite Attorneys-At-Law and Law Firms to submit a Quote. The motion was carried by the following vote: AYES: Board Members Cockrell, Lantz, Lau, Ontiveros-Cole, and Vera; Vice-Chair Nolte; and Chair Leano. NOES: None. ABSTAIN: None. ABSENT: None.

Vice-Chair Nolte thanked staff for their hard work to put the RFQ quickly, noting that it is very important to have general counsel services in place, and expressed appreciation.

#### **ADJOURNMENT**

At 5:25 p.m., on consensus of the Governing Board its Special Meeting of February 1, 2023 was adjourned. The next Regular Meeting of the Governing Board will be held on Wednesday, February 15, 2023 at 5:00 p.m., via teleconference pursuant to Government Code § 54953.

  
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Micaela P. Olmos, JPA Administrator/Clerk

