



**BOARD OF SUPERVISORS
AGENDA LETTER**

Agenda Number:

Clerk of the Board of Supervisors
105 E. Anapamu Street, Suite 407
Santa Barbara, CA 93101
(805) 568-2240

Submitted on:
(COB Stamp)

Department Name: County Counsel
Department No.: 013
For Agenda Of: March 18, 2025
Placement: Administrative
Estimated Time: N/A
Continued Item: No
If Yes, date from:
Vote Required: 4/5

TO: Board of Supervisors

FROM: Department Director(s): Rachel Van Mullem, County Counsel
Contact Info: Anne Rierson, Sr. Deputy County Counsel
805-568-2950

SUBJECT: Outside Counsel Contract – Vartabedian Hester & Haynes LLP

County Counsel Concurrence

As to form: Yes

Auditor-Controller Concurrence

As to form: Yes

Other Concurrence: Risk Management

As to form: Yes

Recommended Actions:

That the Board of Supervisors:

- a) Approve and authorize the Chair to execute an Addendum to Engagement Letter with Vartabedian Hester & Haynes LLP, with a not-to-exceed amount of \$25,000 and a term ending March 18, 2027; and
- b) Determine that the above actions are not a project under the California Environmental Quality Act (CEQA) pursuant to Section 15378(b)(5) of the CEQA Guidelines, because they consist of administrative activities of government that will not result in direct or indirect physical changes in the environment.

Summary:

This outside counsel contract is for the firm of Vartabedian Hester & Haynes LLP to serve as bankruptcy counsel to the County in the Wellpath bankruptcy case. The attorney primarily responsible for performing the legal services is Jeff Prostok.

Background:

The County is a member of Public Risk Innovation, Solutions, and Management (PRISM). PRISM has engaged the firm of Vartabedian Hester & Haynes LLP (VHH) to represent PRISM in connection with its interests in the Chapter 11 bankruptcy proceedings of Wellpath Holdings, Inc. and certain of its affiliated entities. VHH has agreed that PRISM's members who may be impacted by the matter have the opportunity to join in this engagement and that they may do so if they execute an addendum.

Pursuant to the addendum, PRISM will be responsible for the costs of VHH's services under the engagement letter that are either (1) requested by PRISM, or (2) requested by a PRISM member, and determined by PRISM, in its sole discretion, to be of common interest to PRISM and its members.

The County would be responsible for the costs of VHH's services under the engagement that are expressly requested by the County, and not determined by PRISM to be of common interest to PRISM and its members.

The County also may utilize services from other bankruptcy counsel related to this matter.

Fiscal Analysis:

Budgeted: Yes.

Special Instructions to Clerk of the Board:

None

Attachments:

Attachment A – Engagement Letter with Vartabedian Hester & Haynes LLP with attached Addendum to Engagement Letter

Authored by:

Anne Rierson, Sr. Deputy County Counsel