

1           **RESOLUTION #25-01 OF THE ORANGE COUNTY COMMITTEE ON SCHOOL DISTRICT**  
2           **ORGANIZATION REGARDING SELECTION OF LEGAL COUNSEL**

3           **WHEREAS**, in 2022-23, the Orange County Committee on School District Organization (the  
4           “County Committee”) and the Orange County Board of Education were engaged in litigation regarding  
redrawing of trustee area lines following the 2021 census; and

5           **WHEREAS**, responsibility for advising the County Committee on legal matters has  
6           historically been assigned to the Legal Services Division of the Orange County Department of  
Education (“OCDE”); and

7           **WHEREAS**, Gregory Rolen, who is currently the General Counsel in the OCDE Legal  
8           Services Division, previously was an attorney in private practice who represented the Orange County  
Board of Education in actions adverse to the County Committee; and

9           **WHEREAS**, on April 10, 2025, Dr. Stefan Bean, Orange County Superintendent of Schools,  
10          sent a memorandum to the County Committee (“Memorandum”) regarding the ability of the County  
Committee to access effective legal counsel attached hereto as Exhibit A; and

12          **WHEREAS**, the Memorandum indicates that the Orange County Board of Education officially  
13          dismissed its lawsuit against the County Committee, and the litigation may not be reinstated by the  
Orange County Board of Education; and

14          **WHEREAS**, the Memorandum further states that Dr. Bean asked attorney Tony DeMarco for  
15          an opinion as to whether Mr. Rolen’s prior representation of the Orange County Board of Education in  
litigation against the County Committee created a conflict of interest that would prevent him and the  
16          OCDE Legal Services Division from advising the County Committee; and

17          **WHEREAS**, both Mr. DeMarco and attorneys at Olson Remcho, LLP, the law firm that  
18          represented the County Committee in the litigation, concluded that because the litigation has ended and  
will not be reinitiated, the OCDE Legal Services Division can resume legal representation of the  
19          County Committee provided that the General Counsel is placed behind an ethical wall that prevents  
him from participating in any advice provided to the County Committee; and

20          **WHEREAS**, Dr. Bean offered his Memorandum as an official Confirmation of Commitment  
21          regarding the ability of the County Committee to access effective legal counsel and proposed a series  
of actions that would enable attorneys from the OCDE Legal Services Division other than the General  
22          Counsel to advise the County Committee while also allowing the County Committee to obtain legal  
services from outside counsel; and

23          **WHEREAS**, at a special meeting on April 21, 2025, the County Committee considered  
24          proposals and interviewed counsel from two law firms to serve as outside counsel for the County  
Committee.

26          **NOW THEREFORE**, be it resolved by the Orange County Committee on School District  
Organization as follows:

27          1. The recitals and Exhibit listed above are true and correct and incorporated herein.

1       2. Day-to-day legal advice will continue to be provided to the County Committee by the OCDE  
2        Legal Services Division.

3       3. Day-to-day legal advice for the County Committee includes providing legal advice and support  
4        to carry out all statutory functions and responsibilities of the County Committee. This includes,  
5        but is not limited to, Education Code sections 4000 et seq. (Organization and Operation of  
6        County Committees), 5000 et seq. (Election and Composition of District Governing Boards and  
7        Trustee Areas), 35500 et seq. (Reorganization of School Districts and Transfer of Territory), as  
8        well as compliance with other laws governing the County Committee's operations, such as the  
9        Brown Act and Public Records Act.

10      4. Gregory Rolen, OCDE and Orange County Board of Education General Counsel, will be  
11       placed behind an ethical wall, and will not participate, in any way, in matters related to the  
12       Legal Services Division's representation of the County Committee.

13      5. Other attorneys in the Legal Services Division (e.g. Ruth Brewda and Lysa Saltzman) will  
14       provide day-to-day legal advice to the County Committee.

15      6. In the event of any future matters where the County Committee may be adverse to the Orange  
16       County Board of Education and/or OCDE, informed written consent to waive any conflicts will  
17       be required to allow the other attorneys in the Legal Services Division (e.g. Ms. Brewda and  
18       Ms. Saltzman) to continue to provide legal representation to the County Committee.

19      7. With the exception of Mr. Rolen, attorney(s) from the OCDE Legal Services Division will  
20       attend each County Committee meeting to answer any legal questions that may arise during  
21       County Committee meetings.

22      8. Attorneys from the OCDE Legal Services Division who will have an attorney-client  
23       relationship with the County Committee shall promptly inform the County Committee if the  
24       General Counsel has sought to participate in matters related to their day-to-day legal  
25       representation of the County Committee.

26      9. The County Committee has selected the outside law firm of Olson Remcho, LLP to assist with  
27       special services as defined by the County Committee.

28      10. Olson Remcho, LLP shall also be available to provide legal services and representation to the  
29       County Committee if there is a dispute between the County Committee and the Orange County  
30       Board of Education and/or OCDE, if there is a matter that is outside the subject matter  
31       expertise of the Legal Services Division, or if there is a reasonably foreseeable future conflict  
32       of interest between the Orange County Board of Education and/or OCDE and the County  
33       Committee; or at such times and for such purposes as shall be determined by the County  
34       Committee or the County Committee Executive Committee.

35      11. Attorneys in the OCDE Legal Services Division may consult with Olson Remcho, LLP as  
36       needed, or with other firms available to them through the Orange County Superintendent of  
37       Schools depending on the needed expertise or collaboration.

38      12. The County Committee respectfully requests that the Orange County Superintendent of Schools  
39       forward this resolution to the Orange County Board of Education.

1           13. The County Committee further authorizes the Orange County Superintendent of Schools as the  
2           Secretary to the County Committee, or his designee, to take any other actions needed to  
3           effectuate the purposes of this resolution.

4           **ADOPTED this 29 day of October, 2025.**

5           Motion made by:      Heard

6           Second made by:     Freeman

7           AYES:                Benecke, Freeman, Brooks, Buchi, Chaffee, Filbeck, Heard, Johnson,  
8                                Moffat, Swartz

9           NOES:                None

10           ABSENT:            Reta

11           I, Dean West, Secretary to the Orange County Committee on School District Organization,  
12           hereby certify, in the County of Orange, State of California, that the above and foregoing Resolution was  
13           duly and regularly adopted by said County Committee at a special meeting thereof held on the 29 day of  
14           October, 2025, and passed by a vote of 10 to 0 in favor of said Committee Members present.

15           IN WITNESS WHEREOF, I have hereunto set my hand this 29 day of October, 2025.



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17           Dean West  
18           Secretary to the Orange County Committee  
19           on School District Organization

## EXHIBIT A

EXHIBIT A  
Memorandum from Dr. Bean to County Committee dated April 10, 2025



**ORANGE COUNTY  
DEPARTMENT  
OF EDUCATION**

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**STEFAN BEAN, Ed.D.**  
County Superintendent  
of Schools

**ORANGE COUNTY  
BOARD OF EDUCATION**

MARI BARKE

TIM SHAW

LISA SPARKS, Ph.D.

JORGE VALDES, Esq.

KEN L. WILLIAMS, D.O.

April 10, 2025

To: County Committee on School District Organization

From: Dr. Stefan Bean  
Orange County Superintendent of Schools

Re: Selection of Legal Counsel for the County Committee on School District Organization

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Dear County Committee on School District Organization (County Committee),

Please accept this as an official Confirmation of Commitment regarding the ability of the County Committee to access effective legal counsel.

As you recall, considering the litigation between the Orange County Board of Education (OCBoE) and the County Committee, I asked attorney Tony De Marco of Atkinson, Andelson, Loya, Ruud & Romo to opine regarding whether the hiring of former OCBoE attorney, Greg Rolen, as the General Counsel in the Legal Services Division of the Orange County Department of Education created a conflict of interest between the Legal Services Division and the County Committee that would preclude the Legal Services Division from continued representation of the County Committee. Mr. De Marco concluded that because the matter between the OCBoE and the County Committee was active, a conflict of interest existed that would preclude the Legal Services Division from representing the County Committee.

Subsequently, the OCBoE officially withdrew from the litigation against the County Committee. That litigation is concluded and may not be reinstated by the OCBoE.

At this time, it is the opinion of both Mr. De Marco and the counsel which represented the County Committee in the litigation with the OCBoE, Olson Remcho, that the General Counsel's office may now represent the County Committee on day-to-day matters, as long as Mr. Rolen is placed within an "ethical wall" preventing him from participating in any advice or counsel, consultation, or input on matters handled by attorneys in the Legal Services Division. An ethical wall is generally described as a set of internal procedures implemented within organizations, especially in law firms, financial institutions, and corporations, to prevent the exchange of sensitive or confidential information between departments or individuals.

Historically, advising the County Committee on legal matters was assigned to attorneys in the Legal Services Division. The law prefers that the County Committee access legal services through public sources, such as the Legal Services

Division. When special services are required (such as litigation), the County Committee should have access to legal services from other providers.

Through this Confirmation of Commitment, which I ask that the County Committee also approve, I propose the following:

- Day-to-day legal advice will again be provided to the County Committee by the Legal Services of Division;
- Mr. Rolen will be placed behind an ethical wall, and will not participate, in any way, in matters related to the Legal Services Division's representation of the County Committee;
- Other attorneys in the Legal Services Division (e.g. Ruth Brewda and Lysa Saltzman) will provide day-to-day legal advice to the County Committee;
- Attorneys from the Legal Services Division will attend each County Committee meeting to answer any legal questions which may arise during County Committee meetings;
- Attorneys from the Legal Services Division, who will have an attorney-client relationship with the County Committee, shall promptly inform the County Committee of any attempts by Mr. Rolen to participate in matters related to their representation of County Committee;
- The County Committee will also select a firm from the proposed list, who will assist with special services;
- The selected firm shall be available to the County Committee if there is a dispute between the County Committee and the OCBoE, if there is a matter that is outside the subject matter expertise of the Legal Services Division, or if there is a future conflict of interest precluding the Legal Services Division from representing the County Committee; and,
- Attorneys in the Legal Services Division may consult with the selected firm as needed, or from other firms available to them through the County Superintendent of Schools depending on the needed expertise or collaboration (e.g. Ron Wenkart).

This Commitment strikes the appropriate balance between using public counsel available through the Legal Services Division, while maintaining access to legal counsel for special services should the need arise.