AGENDA
MESA WATER DISTRICT
BOARD OF DIRECTORS
Thursday, September 8, 2016
1965 Placentia Avenue, Costa Mesa, CA 92627
6:00 p.m. Regular Board Meeting

CALL TO ORDER

PLEDGE OF ALLEGIANCE

PUBLIC COMMENTS

Non-Agendized Matters: Members of the public are invited to address the Board on matters which are not on the Agenda. Each speaker is limited to three (3) minutes. The Board will set aside thirty (30) minutes for public comments.

Agendized Matters: Members of the public may comment on Agenda items before action is taken, or after the Board has discussed the item. Each speaker is limited to five (5) minutes.

ITEMS TO BE ADDED, WITHDRAWN, OR REORDERED ON THE AGENDA
At the discretion of the Board, all items appearing on this agenda, whether or not expressly listed as an Action Item, may be deliberated and may be subject to action by the Board.

CONSENT CALENDAR ITEMS:
Approve all matters under the Consent Calendar by one motion unless a Board member, staff, or a member of the public requests a separate action.

1. Approve minutes of regular Board meeting of July 21, 2016.
2. Approve minutes of special Board meeting of July 28, 2016.
3. Approve minutes of special Board meeting of August 11, 2016.
4. Approve minutes of special Board meeting of August 15, 2016.
6. Approve attendance considerations (additions, changes, deletions).
7. Board Schedule:
   • Conferences, Seminars, and Meetings
   • Board Calendar
   • Upcoming Community Outreach Events
8. Declare certain property as surplus and authorize the General Manager to dispose of the property within the established rules and regulations set forth by Resolution No. 1463.
9. Approve a contract change order to Arcadis U.S., Inc. for as-needed services related to the Special Districts Shared Efficiencies project in the amount of $50,000.
10. Approve a contract change order for an additional $22,770 for MEI-Charlton Lab for additional sample preparation and evaluation of additional pipeline samples.
11. Award a contract to Gladstone International, Inc. for Communications Consulting Services for an amount not to exceed $38,000.
12. Approve termination of the Social Media Services contract with Communications LAB; and direct staff to begin a new competitive Request for Proposals process for Social Media Services.
PRESENTATION AND DISCUSSION ITEMS:

13. BOARD WORKSHOP PLANNING:

Recommendation: Discuss agenda topics and confirm the Board of Directors workshop for Friday, October 21, 2016.

ACTION ITEMS:

14. GENERAL LEGAL COUNSEL SERVICES:

Recommendation:
1. Determine the firms to be interviewed for the General Legal Counsel Services Request, and
2. Agree upon a day and time to hold the interviews.

15. CLOSED SESSION:

CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION:
Pursuant to Government Code Section 54956.9 (a)
Case: Irvine Ranch Water District v. OCWD, et al. - Superior Court Case No. 30-2016-00858584-CU-WM-CJC

RETURN TO OPEN SESSION.

REPORTS:

16. REPORT OF THE GENERAL MANAGER:
   • August Key Indicators Report
   • Other (no enclosure)

17. DIRECTORS' REPORTS AND COMMENTS:

INFORMATION ITEMS:

18. DIRECTORS' REPORTS (AB 1234) PER CA GOVERNMENT CODE SECTION 53232.3 (D)

19. OTHER (NO ENCLOSURE)

In compliance with California law and the Americans with Disabilities Act, if you need disability-related modifications or accommodations, including auxiliary aids or services in order to participate in the meeting, or if you need the agenda provided in an alternative format, please contact the District Secretary at (949) 631-1206. Notification 48 hours prior to the meeting will enable Mesa Water District (Mesa Water) to make reasonable arrangements to accommodate your requests.

Agenda materials that are public records, which have been distributed to a majority of the Mesa Water Board of Directors (Board), will be available for public inspection at the District Boardroom, 1965 Placentia Avenue, Costa Mesa, CA and on Mesa Water’s website at www.MesaWater.org. If materials are distributed to the Board less than 72 hours prior or during the meeting, the materials will be available at the time of the meeting.

ADJOURN TO THE NEXT REGULAR BOARD MEETING SCHEDULED FOR THURSDAY, OCTOBER 13, 2016 AT 6:00 P.M.
CALL TO ORDER
The meeting of the Board of Directors was called to order on July 21, 2016 at 6:00 p.m. by President Dewane at the District Office Boardroom, located at 1965 Placentia Avenue, Costa Mesa, California.

PLEDGE OF ALLEGIANCE
Director Bockmiller led the Pledge of Allegiance.

Directors Present
Shawn Dewane, President
Ethan Temianka, Vice President
Jim Atkinson, Director
Fred R. Bockmiller, Director
James R. Fisler, Director

Directors Absent
None

Staff Present
Paul E. Shoenberger, P.E., General Manager
Phil Lauri, P. E., Assistant General Manager
Andrew Hamilton, Chief Financial Officer
Stacy Taylor, External Affairs Manager
Stacie Sheek, Customer Services Manager
Cynthia Ragland, Interim Public Affairs Manager
Kurt Lind, Business Administrator
Denise Garcia, Executive Assistant to the General Manager/Assistant District Secretary
Rob Anslow, Attorney, Bowie, Arneson, Wiles & Giannone

Others Present
Jim Fitzpatrick, Member of the Public and Former Costa Mesa Planning Commissioner
Robert Ooten, Director, Costa Mesa Sanitary District
Jaquelin Reed, Senior Management Consultant, Arcadis U.S., Inc.

PUBLIC COMMENTS
President Dewane asked for public comments on non-agendized items. There were no comments and President Dewane proceeded with the meeting.

ITEMS TO BE WITHDRAWN OR REORDERED ON THE AGENDA
General Manager Shoenberger offered there were no items to be withdrawn or reordered on the agenda.
ACTION ITEMS:

1. SPECIAL DISTRICTS SHARED EFFICIENCIES PROJECT UPDATE:

General Manager Shoenberger introduced the topic. He stated that one of the tenets of Mesa Water and its Strategic Plan is to be financially responsible and transparent.

Recently, the Mesa Water Board directed staff to explore opportunities to reduce the size and cost of local government by reaching out to the Costa Mesa Sanitary District to conduct a joint study on the efficiencies of combining the City’s water and sanitary services. After much communication between the two Districts, the Costa Mesa Sanitary District (CMSD) Board voted not to participate in the study. It had been and continues to be Mesa Water’s preference to work collaboratively with CMSD on the study.

Both Districts are local and independent special districts with independently elected Board’s of Directors. Each District services the same or similar customer base in and around Costa Mesa.

GM Shoenberger presented the Board with the Optimal Governance Structure Study (Study) prepared by Arcadis U.S., Inc. The Study concludes that the primary benefits from consolidation are significant up-front and annual cost savings. Up-front savings could total $15.6 million, which could provide a $650 one-time ratepayer rebate. Annual savings are projected at $2.7 million, which could result in wastewater rate reductions of up to 28%. The Study also identified additional benefits to combining agencies.

President Dewane asked for public comments.

CMSD Director Robert Ooten commented that he believed that Arcadis does not have sewer experts on staff and that he considers himself a regional expert in sewer line cleaning. He believes two of the other firms that sent in proposals had more expertise in sewer cleaning. The CMSD Board and staff will be evaluating the report and may request additional financial information.

President Dewane thanked Mr. Ooten for his comments and added that Mesa Water is not ignoring public comments, but welcoming them. He stated that the District’s door remains open and that the Board looks forward to CMSD staff further evaluating this document. He concluded that this is not a final document; this is an evolutionary document and only a starting point. Mesa Water looks forward to feedback from Director Ooten and CMSD.

Member of the Public and Former Costa Mesa Planning Commissioner Jim Fitzpatrick offered comments in support of the Study. He stated there is a history of efforts regarding the opportunity to consolidate services between the Districts, but those previous efforts have failed to bring consolidation to the City of Costa Mesa.

President Dewane thanked Mr. Fitzpatrick for his comments.
Director Ooten spoke again to express his appreciation of the Board’s comments and to clarify that he is not personally opposed to proceeding with the Study. A concern of his would be the amount of CMSD reserves stated in the Arcadis study. He requested a week to review the results of the Study. Mr. Ooten concluded that as long as the numbers are true, he is not opposed to having one District.

President Dewane concluded discussion of this topic by stating that the results of this Study are very significant and that it would be appropriate, as elected officials, to seek public input by considering placing an advisory measure on the ballot of the next General Election. He would like to request further discussion of this topic at a special Board Meeting to be held in one week’s time on Thursday, July 28, 2016. He continued that, in order for the Board to make the most informed decision on the Study’s results, it would be helpful if staff has ready all materials necessary in order to call for an election if so voted on by the Board. In addition, he would request that staff look further into this topic and also to include any feedback from the Costa Mesa Sanitary District. Lastly, President Dewane stated that the Board has an “obligation to discover and tell”; therefore, the Board would like staff to come back with a plan for distributing to the public the results of the Study.

MOTION

Motion by President Dewane, second by Director Temianka, to further address this topic at a special Board meeting to be held on July 28, 2016 and to direct staff to have ready the information and materials necessary to call for an election in the event that the Board reaches consensus. Motion passed 5-0.

REPORTS:

2. REPORT OF THE GENERAL MANAGER

3. DIRECTORS’ REPORTS AND COMMENTS

INFORMATION ITEMS:

4. OTHER (NO ENCLOSURE)

President Dewane adjourned the meeting at 7:02 p.m. to a Special Board Meeting scheduled for Thursday, July 28, 2016, at 4:00 p.m.

Approved:

Shawn Dewane, President

Coleen L. Monteleone, District Secretary

Recording Secretary: Sharon D. Brimer
CALL TO ORDER

The meeting of the Board of Directors was called to order on July 28, 2016 at 4:04 p.m. by President Dewane at the District Office Boardroom, located at 1965 Placentia Avenue, Costa Mesa, California.

PLEDGE OF ALLEGIANCE

Director Fisler led the Pledge of Allegiance.

Directors Present

Shawn Dewane, President
Jim Atkinson, Director
Fred R. Bockmiller, Director
James R. Fisler, Director

Directors Absent

Ethan Temianka, Vice President

Staff Present

Paul E. Shoenberger, P.E., General Manager
Phil Lauri, P. E., Assistant General Manager
Andrew Hamilton, Chief Financial Officer
Stacy Taylor, External Affairs Manager
Stacie Sheek, Customer Services Manager
Cynthia Ragland, Interim Public Affairs Manager
Denise Garcia, Executive Assistant to the General Manager/Assistant District Secretary
Rob Anslow, Attorney, Bowie, Arneson, Wiles & Giannone

Others Present

Stacy Boisvert, Executive Services Manager, Association of California Cities – Orange County
David Cordero, Senior Account Manager, Communications LAB
Jim Mosher, Member of the Public
A. Patrick Munoz, Partner, Rutan & Tucker LLP
Robert Ooten, Director, Costa Mesa Sanitary District
Tom Pollitt, Member of the Public

PUBLIC COMMENTS

President Dewane asked for public comments on non-agendized items. There were no comments and President Dewane proceeded with the meeting.

ITEMS TO BE WITHDRAWN OR REORDERED ON THE AGENDA

General Manager Shoenberger offered there were no items to be withdrawn or reordered on the agenda.
ACTION ITEMS:

1. PROPOSED ADVISORY MEASURE RELATING TO THE SPECIAL DISTRICTS SHARED EFFICIENCIES PROJECT:

   A. Receive and file the July 26, 2016 Optimal Governance Structure Study prepared by Arcadis U. S., Inc.

   President Dewane asked if the District had received any public comments regarding this topic.

   General Manager Shoenberger responded that the District had received one written letter from the Costa Mesa Chamber of Commerce. The letter dated July 28, 2016 was read aloud:

   “Dear Mesa Water District Board of Directors,

   I am writing you on behalf of the Costa Mesa Chamber of Commerce Government Affairs Council. After reviewing the report supplied by Arcadis U.S., Inc. dated July 20, 2016 in which the financial impact of the merger of the Costa Mesa Sanitary District and Mesa Water District is described it clearly appears that there could be a substantial cost savings as well as a reduction in efforts for billing by creating a singular bill to the customers.

   As the Costa Mesa Chamber of Commerce represents a very large portion of the Costa Mesa business community it is the chamber’s belief that the merger would supply a savings of large magnitude, even if the adjusted final numbers are even close to the numbers in the above described report; it would warrant the Chamber’s support for this merger.

   The Chamber believes this report was written with no bias to one side or the other and finds the report to be factual and trust that the merger would be of great benefit to the city of Costa Mesa.

   Please feel free to contact me with any questions you might have regarding this issue.

   Sincerely, Kevin A. Coleman (with copies to Board of Director and Chairman-Government Affairs Council and Costa Mesa Chamber of Commerce)"

   General Manager Shoenberger introduced the topic. He referred to the Orange County Grand Jury Report addressing Independent Special Districts of Orange County, 2011-2012. The report recommended that special districts should look at being as efficient as possible and should explore consolidating special districts where it makes sense. He offered that most of the water and sewer services in Orange County are managed by one combined service district. Costa Mesa Sanitary District and Mesa Water District are two of only four districts in Orange County that remain as separate special districts providing the same city’s sanitary and water services. To explore and improve efficiency and to reduce the size and
cost of government, Mesa Water’s Board engaged Arcadis U.S., Inc. to analyze the potential combination of the two Districts.

The Study identified substantial benefits of combining the two agencies, which include significant up-front and annual cost savings. The up-front savings were calculated at $15.6 million, which equates to $650 per ratepayer. The annual savings are projected at $2.7 million, which results in wastewater rate reductions of up to 28%.

Director Atkinson offered that the Little Hoover Commission is conducting a Public Hearing on August 25, 2016 at the State Capitol in Sacramento. This hearing is a follow up to the previous 1999 study and 2000 report on Special Districts. Mesa Water’s efficiency efforts are in alignment with recommendations made by the Little Hoover Commission in that study and report.

President Dewane asked for public comments. There were no public comments.

MOTION

Motion by Director Bockmiller, second by Director Atkinson, to receive and file the July 26, 2016 Optimal Governance Structure Study prepared by Arcadis U.S., Inc. Motion passed 4-0-1, with Director Temianka absent.

B. Adopt Resolution No. 1480 – Calling and giving notice for the holding of a General Municipal Election to be held on November 8, 2016, for the submission to the voters of a Mesa Water District sponsored advisory measure relating to the Special Districts Shared Efficiencies Project, entitled:

RESOLUTION OF THE MESA WATER DISTRICT BOARD OF DIRECTORS ORDERING AND GIVING NOTICE OF THE SUBMISSION TO THE VOTERS OF AN ADVISORY MEASURE RELATING TO THE SPECIAL DISTRICTS SHARED EFFICIENCIES PROJECT AT THE NOVEMBER 8, 2016 CONSOLIDATED REGULAR ELECTION

President Dewane introduced Attorney A. Patrick Muñoz, Partner at Rutan & Tucker LLP, who is serving as special legal counsel for this project.

Attorney Muñoz presented the Board with three resolutions. He stated that Resolution No. 1480 calls for the municipal election, Resolution No. 1481 asks that the municipal election be consolidated with the November 8, 2016 regular election, and Resolution No. 1482 authorizes the Board to set priorities for filing a written argument regarding the advisory measure and to ask for an impartial analysis from legal counsel.

He offered amended text to the Ballot Question:

“Shall the Mesa Water District and the Costa Mesa Sanitary District pursue consolidation if it could result in a one-time savings of up to $15.6 million, which equates to $650 per ratepayer, and annual savings of as much as $2.7 million,
which includes wastewater rate reductions of up to 28%, as identified in the
Optimal Governance Structure Study prepared by Arcadis U.S., Inc.?”

Discussion ensued on the content of the recommended text.

RECESS

President Dewane declared a recess at 4:24 p.m. The meeting reconvened at 4:32 p.m.

President Dewane noted that copies of the proposed text of Resolution No. 1480 have been distributed to the Board and meeting attendees.

Director Bockmiller asked staff to provide the Board with the cost of the election.

GM Shoenberger offered the estimated cost of the election per the Orange County Registrar of Voters is $67,000.

Attorney Muñoz, with the concurrence of Attorney Anslow, recommended adding a Section 14 to the resolution. Recommended language is as follows:

“The Board directs that the Optimal Governance Structure Study prepared by Arcadis U.S., Inc. shall be prominently posted on Mesa Water District’s website no later than August 1, 2016, and shall remain posted to and including November 8, 2016.”

President Dewane asked for public comments.

Director Robert Ooten of the Costa Mesa Sanitary District (CMSD) offered comments. He thanked the Board for updating the report to include information he presented in his public comments at the July 21, 2016 special Board meeting. He questioned the figures listed as the reserves for both Mesa Water District and CMSD. He offered comments on the vulnerability of Mesa Water’s water piping system and Mesa Water’s plan to replace piping.

Member of the Public Jim Mosher offered he is a ratepayer for CMSD, but not Mesa Water. He is doubtful that consolidation is going to be to his advantage. He questioned the District’s decision to spend money on a non-binding vote.

Member of the Public Tom Pollitt offered comments in support of the Special Districts Shared Efficiencies Project.

Director Fisler offered comments on the consolidation process. He noted that the initial non-binding vote of the ratepayers would be taken, but that Orange County Local Agency Formation Commission (OC LAFCO) will make the final decision regarding combining the Districts. Within that process, there will be ample hearings and opportunities at which the public can comment.

Director Bockmiller offered information on Mesa Water’s Asset Replacement Model and the process the District follows to ensure continued service in the most cost effective manner.
MOTION

Motion by Director Bockmiller, second by Director Atkinson, to adopt Resolution No. 1480 Mesa Water District Board of Directors Ordering and Giving Notice of the Submission to the Voters of an Advisory Measure Relating to the Special Districts Shared Efficiencies Project at the November 8, 2016 Consolidated Regular Election, as amended to include the updated Ballot Question language, and to add Section 14, making the Study accessible to the public on the District’s website. Motion passed 4-0-1, by the following roll call vote:

AYES: DIRECTORS Atkinson, Bockmiller, Fisler, Dewane
NOES: DIRECTORS None
ABSENT: DIRECTORS Temianka
ABSTAIN: DIRECTORS None

C. Adopt Resolution No. 1481 – Requesting the Orange County Board of Supervisors to Consolidate a General Municipal Election to be held on November 8, 2016, for the purpose of submitting to the voters located within the Mesa Water District and the Costa Mesa Sanitary District service areas a question relating to an advisory measure referred to as the Advisory Measure Seeking Public Input Regarding the Potential Consolidation of the Mesa Water District and the Costa Mesa Sanitary District.

Attorney Muñoz reiterated that Resolution No. 1481 calls for the consolidation of the General Municipal Election with the Statewide General Election. The resolution should be amended to include the updated Ballot Question language, as just approved with the previous motion.

President Dewane asked for public comments. There were none.

MOTION

Motion by Director Fisler, second by Director Atkinson, to adopt Resolution No. 1481 Mesa Water District Board of Directors Requesting the Orange County Board of Supervisors to Consolidate a General Municipal Election to be held on November 8, 2016, with the Statewide General Election to be held on the Date Pursuant to Section 10403 of the Elections Code, as amended, to include the updated Ballot Question language. Motion passed 4-0-1, by the following roll call vote:

AYES: DIRECTORS Atkinson, Bockmiller, Fisler, Dewane
NOES: DIRECTORS None
ABSENT: DIRECTORS Temianka
ABSTAIN: DIRECTORS None

D. Adopt Resolution No. 1482 – Authorizing a written argument in support of the proposed advisory measure referred to as Advisory Measure Seeking Public Input Regarding the Potential Consolidation of the Mesa Water District and the Costa Mesa Sanitary District; setting forth priorities for filing a written argument, determining the author(s) of the written argument, and directing District Counsel to prepare an impartial analysis.
Attorney Muñoz stated that Resolution No. 1482 sets priorities for filing a written argument regarding the advisory measure. Those priorities include seeking public input regarding the potential consolidation, filing a written argument, determining the author(s) of the written argument, and directing District Counsel to prepare an impartial analysis. The resolution should be amended to include the updated Ballot Question language as approved by motion earlier tonight. He also recommended the need to add to the motion specific directors authorized to sign the written argument and to designate a Director to work with staff in drafting the argument. Lastly, the Board needs to decide if they would, in fact, like an impartial analysis to be written by Legal Counsel.

Discussion ensued amongst the Board. Director Bockmiller inquired as to potentially being held liable as a signer of the document. He added that, “in adopting this resolution, based on advice of Special Legal Counsel,” that the Board “in so signing such a measure…are going to be held to be fully indemnified by the Mesa Water District as to all expenses without limit with regards to defense in any and all matter with regard to such a ballot statement.” Attorney Munoz stated, “as a matter of law that is the case already.”

President Dewane asked for public comments. There were none.

MOTION

Motion by Director Fisler, second by Director Atkinson, to adopt Resolution No. 1482 Mesa Water District Board of Directors Setting Priorities for Filing a Written Argument Regarding an Advisory Measure and Directing District Counsel to Prepare an Impartial Analysis, as amended to include the updated Ballot Question language, authorization of all five Directors to sign the document, and designation of President Dewane to work with staff and Counsel to draft the argument in favor. Motion passed 4-0-1, by the following roll call vote:

AYES: DIRECTORS Atkinson, Bockmiller, Fisler, Dewane
NOES: DIRECTORS None
ABSENT: DIRECTORS Temianka
ABSTAIN: DIRECTORS None

E. Provide direction to staff on the educational outreach efforts.

Regarding the educational outreach to the public, GM Shoenberger offered that staff is recommending an outreach campaign similar to the one the District conducted for the drought. It would be a smaller campaign with four separate outreach mailings or efforts to educate the public on the nature of the project. President Dewane asked for public comments.

Member of the Public Jim Mosher offered comments.

Discussion ensued amongst the Board, wanting to clarify that the estimated cost for the election per the Orange County Registrar of Voters is $67,000. The additional and approximate $88,000 would be for the educational outreach efforts.
MOTION

Motion by Director Atkinson, second by Director Fisler, to approve an educational outreach campaign consisting of, at a minimum, four separate outreach mailings or efforts to educate the public on the nature of the project for an amount not to exceed $88,000. Motion passed 4-0-1, with Director Temianka absent.

REPORTS:
2. REPORT OF THE GENERAL MANAGER
3. DIRECTORS’ REPORTS AND COMMENTS

INFORMATION ITEMS:
4. OTHER (NO ENCLOSURE)

The Special Board Meeting was adjourned at 5:14 p.m.

Approved:

__________________________
Shawn Dewane, President

__________________________
Coleen L. Monteleone, District Secretary

Recording Secretary: Sharon D. Brimer
CALL TO ORDER
The meeting of the Board of Directors was called to order on August 11, 2016 at 6:13 p.m. by President Dewane at the District Office Boardroom, located at 1965 Placentia Avenue, Costa Mesa, California.

PLEDGE OF ALLEGIANCE
Director Bockmiller led the Pledge of Allegiance.

Directors Present
Shawn Dewane, President
Ethan Temianka, Vice President
Jim Atkinson, Director
Fred R. Bockmiller, Director
James R. Fisler, Director

Directors Absent
None

Staff Present
Paul E. Shoenberger, P.E., General Manager
Coleen L. Monteleone, Assistant General Manager/District Secretary
Phil Lauri, P.E., Assistant General Manager
Andrew Hamilton, Chief Financial Officer
Stacy Taylor, External Affairs Manager
Stacie Sheek, Customer Services Manager
Cynthia Ragland, Interim Public Affairs Manager
Denise Garcia, Executive Assistant to the General Manager/Assistant District Secretary
Jeff Hoskinson, Attorney, Bowie, Arneson, Wiles & Giannone

Others Present
A. Patrick Munoz, Partner, Rutan & Tucker LLP

PUBLIC COMMENTS
President Dewane asked for public comments on non-agendized items. There were no comments and President Dewane proceeded with the meeting.

ITEMS TO BE ADDED, WITHDRAWN, OR REORDERED ON THE AGENDA
General Manager Shoenberger offered there were no items to be added, withdrawn, or reordered on the agenda.
CONSENT CALENDAR ITEMS:

1. Approve minutes of regular Board meeting of July 14, 2016.
2. Approve minutes of special Board meeting of July 18, 2016.
3. Approve minutes of special Board meeting of July 19, 2016.
4. Approve attendance considerations (additions, changes, deletions).
5. Board Schedule:
   - Conferences, Seminars, and Meetings
   - Board Calendar
   - Upcoming Community Outreach Events
6. Approve a contract change order with Fieldman Rolapp & Associates to perform financial advisory work for an amount not to exceed $50,000.00.
7. Approve the Hold Harmless Agreement for the Installation of Off-Site Parking Improvements within Public Right-Of-Way (Maintenance Agreement) and authorize execution of the Agreement.
8. Award a contract to Goss Engineering for $72,620 and a 10 percent contingency for a not-to-exceed amount of $79,882 to perform design of a new HVAC system for the Administration and Operation Buildings.
10. Approve support of AB 2022 Advanced Purified Demonstration Water.

MOTION

Motion by Director Bockmiller, second by Director Atkinson, to approve Items 1-10 of the Consent Calendar. Motion passed 5-0.

PRESENTATIONS AND DISCUSSION ITEMS:

None.

ACTION ITEMS:

11. INDEPENDENT SPECIAL DISTRICTS OF ORANGE COUNTY EXECUTIVE COMMITTEE ELECTION:

President Dewane noted that this item was discussed at the August 2, 2016 Executive Committee meeting.

MOTION

Motion by Director Bockmiller, second by Vice President Temianka, to adopt Resolution No. 1483 Endorsing the Candidacy of James R. Fisler to the Position of President of the Independent Special Districts of Orange County. Motion passed 5-0, by the following roll call vote:

AYES: DIRECTORS Atkinson, Bockmiller, Fisler, Temianka, Dewane
NOES: DIRECTORS None
ABSENT: DIRECTORS None
ABSTAIN: DIRECTORS None
12. CLOSED SESSION:

President Dewane announced that the Board was going into Closed Session at 6:15 p.m.

CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION:
Potential Initiation of Litigation Pursuant to Government Code Section 54956.9(c), (1 or more potential cases).

The Board returned to Open Session at 7:15 p.m.

Assistant General Manager Monteleone announced that the Board conducted one Closed Session with the General Manager, two Assistant General Managers, the External Affairs Manager and Special Legal Counsel pursuant to California Government Code Section 54956.9(c). The Board received information and there is no other announcement.

REPORTS:

13. REPORT OF THE GENERAL MANAGER
• July Key Indicators Report
• Other (no enclosure)

14. DIRECTORS’ REPORTS AND COMMENTS

INFORMATION ITEMS:

15. DIRECTORS’ REPORTS (AB 1234) PER CA GOVERNMENT CODE SECTION 53232.3 (D)

16. OTHER (NO ENCLOSURE)

President Dewane adjourned the meeting at 7:32 p.m. to a Regular Board Meeting scheduled for Thursday, September 8, 2016, at 6:00 p.m.

Approved:

______________________________
Shawn Dewane, President

______________________________
Coleen L. Monteleone, District Secretary

Recording Secretary: Sharon D. Brimer
MINUTES OF THE BOARD OF DIRECTORS
MESA WATER DISTRICT
Monday, August 15, 2016
1965 Placentia Avenue, Costa Mesa, CA 92627
3:30 p.m. Special Board Meeting

FINANCE COMMITTEE MEETING

CALL TO ORDER
The meeting of the Board of Directors was called to order on August 15, 2016 at 3:30 p.m. by Chairman Temianka at the District Office Boardroom, located at 1965 Placentia Avenue, Costa Mesa, California.

PLEDGE OF ALLEGIANCE
Director Atkinson led the Pledge of Allegiance.

Directors Present
- Shawn Dewane, President
- Ethan Temianka, Vice President, Chair
- Jim Atkinson, Director
- James R. Fisler, Director

Directors Absent
- Fred R. Bockmiller, Director

Staff Present
- Paul E. Shoenberger, P.E., General Manager
- Coleen L. Monteleone, Assistant General Manager/District Secretary
- Andrew Hamilton, Chief Financial Officer/District Treasurer

Others Present
- None

PUBLIC COMMENTS
There was no public present.

CONSENT CALENDAR ITEMS:
Vice President Temianka pulled Item 1. There were no objections.

1. Accounts Paid Listing
2. Monthly Financial Reports
3. Major Staff Projects
4. Review of Investment Policy

MOTION
Motion by President Dewane, second by Director Atkinson, to approve Items 2 - 4 of the Consent Calendar. Motion passed 4-0-1, with Director Bockmiller absent.
Item 1 – Accounts Paid Listing

Vice President Temianka requested clarification on a line item of the Accounts Paid Listing, to which staff responded.

MOTION

Motion by Vice President Temianka, second by President Dewane, to approve Item 1 of the Consent Calendar. Motion passed 4-0-1, with Director Bockmiller absent.

PRESENTATION AND DISCUSSION ITEMS:

None.

ACTION ITEMS:

5. Surplus Property

MOTION

Motion by President Dewane, second by Director Fisler, to add to the next regular Board meeting Consent Calendar declaration of a list of miscellaneous desks, cabinets, chairs, APC UPS, plotter, and one draft table as surplus and authorize the General Manager to dispose of the items within the established rules and regulations set forth by Resolution No. 1463. Motion passed 4-0-1, with Director Bockmiller absent.

6. Special Districts Shared Efficiencies Project Update

MOTION

Motion by President Dewane, second by Vice President Temianka, to add to the next regular Board meeting Consent Calendar approval of a contract change order to Arcadis U.S., Inc. for as needed services related to the Special Districts Shared Efficiencies Project in the amount of $50,000. Motion passed 4-0-1, with Director Bockmiller absent.

REPORTS:

7. Report of the General Manager

8. Directors’ Reports and Comments

INFORMATION ITEMS:

None.
The Board meeting was adjourned at 3:47 p.m.

Approved:

_____________________________
Shawn Dewane, President

_____________________________
Coleen L. Monteleone, District Secretary
LEGISLATIVE & PUBLIC AFFAIRS COMMITTEE MEETING

CALL TO ORDER
The meeting of the Board of Directors was called to order on August 25, 2016 at 3:31 p.m. by Chairman Fisler at the District Office Boardroom, located at 1965 Placentia Avenue, Costa Mesa, California.

PLEDGE OF ALLEGIANCE
President Dewane led the Pledge of Allegiance.

Directors Present
Shawn Dewane, President
Ethan Temianka, Vice President (teleconference)
Jim Atkinson, Director (teleconference)
Fred R. Bockmiller, Director
James R. Fisler, Director, Chair

Directors Absent
None

Staff Present
Paul E. Shoenberger, P.E., General Manager
Phil Lauri, P.E., Assistant General Manager
Stacy Taylor, External Affairs Manager (teleconference)
Cynthia Ragland, Interim Public Affairs Manager
Andie Jacobsen, Office Assistant

Others Present
Dr. Dennis Williams, Founder, GEOSCIENCE Support Services
Jim Mosher, Member of the Public

PUBLIC COMMENTS
Mr. Jim Mosher, Member of the Public, offered a comment that he was in attendance in regards to the Aquifer Age Dating Study and Findings item. He also inquired as to why five Board members were present instead of a committee of two Board members. Director Bockmiller responded that Mesa Water District conducts their committee meetings as such and requested that Mr. Mosher be given a copy of the Protocols of the Board.

There was no public present at the teleconference site.

ITEMS TO BE ADDED, WITHDRAWN, OR REORDERED ON THE AGENDA
General Manager Shoenberger stated that two of Mesa Water’s Directors and the External Affairs Manager were attending the meeting via teleconference.
For each action, a roll call vote was taken in accordance with The Brown Act Government Code Section 54953.(b).(2). which states, “all votes taken during a teleconferenced meeting shall be by roll call.”

**CONSENT CALENDAR ITEMS:**

1. Advocacy Consulting Services Report
2. Legislative Consulting Services Report
3. Outreach Update

**MOTION**

Motion by President Dewane, second by Director Fisler, to approve Items 1 - 3 of the Consent Calendar. Motion passed 4-0-1, by the following roll call vote:

**AYES:** DIRECTORS Atkinson, Fisler, Temianka, Dewane
**NOES:** DIRECTORS None
**ABSENT:** DIRECTORS None
**ABSTAIN:** DIRECTORS Bockmiller

**PRESENTATION AND DISCUSSION ITEMS:**

4. Aquifer Age Dating Study and Findings

Assistant General Manager Lauri introduced GEOSCIENCE Support Services Founder Dr. Dennis Williams who delivered a presentation, “Evaluation of Age Dating of “Colored Water” and “Clear Water” Aquifers in the Mesa Water District Service Area, that highlighted:

- Project Location
- Hydrogeology
- Source of Colored Water
- Sampling
- Carbon-14 and Tritium Dating
- Results and Conclusions

Director Fisler asked for public comments. Member of the Public Jim Mosher inquired as to the margin of error when dating the water. Discussion ensued among the Board and Dr. Williams.

Director Fisler thanked the Board and Mr. Mosher for their comments and thanked Dr. Williams for his presentation.

5. FY 2017 District Memberships/Community Outreach Events/Sponsorships

Director Fisler introduced GM Shoenberger who provided an overview of the topic.

Director Fisler asked for comments. There were no public comments. Director Atkinson requested to increase the District’s Urban Water Institute membership from the current $1,500 Sustaining Level to the $2,500 Patron Level. There were no objections.
MOTION

Motion by Director Atkinson, second by President Dewane, to approve an increase in the District’s Urban Water Institute membership from the current $1,500 Sustaining Level to the $2,500 Patron Level. Motion passed 5-0, by the following roll call vote:

AYES: DIRECTORS Atkinson, Bockmiller, Fisler, Temianka, Dewane
NOES: DIRECTORS None
ABSENT: DIRECTORS None
ABSTAIN: DIRECTORS None

MOTION

Motion by President Dewane, second by Director Bockmiller, to approve three new District memberships - California Association of Sanitation Agencies, Solid Waste Association of North America, and Newport Beach Chamber of Commerce. Motion passed 5-0, by the following roll call vote:

AYES: DIRECTORS Atkinson, Bockmiller, Fisler, Temianka, Dewane
NOES: DIRECTORS None
ABSENT: DIRECTORS None
ABSTAIN: DIRECTORS None

Motion by President Dewane, second by Director Atkinson, to approve the Community Outreach Events/Sponsorships, as listed. No action was taken.

Discussion ensued regarding the costs associated with the Davis Magnet School Learning Garden Welcome Kiosk.

President Dewane directed staff to pull the Davis School Kiosk from the list and bring the item back to the next regularly scheduled Legislative & Public Affairs Committee meeting.

MOTION

Motion by President Dewane, second by Vice President Temianka, to approve the Community Outreach Events/Sponsorships, as amended. Motion passed 5-0, by the following roll call vote:

AYES: DIRECTORS Atkinson, Bockmiller, Fisler, Temianka, Dewane
NOES: DIRECTORS None
ABSENT: DIRECTORS None
ABSTAIN: DIRECTORS None

Director Fisler asked for comments. Member of the Public Jim Mosher offered that the Solid Waste Association of North America membership cost is per individual. He inquired as to how many individuals would be members of this organization. GM Shoenberger recommended that three individuals should become members.

Discussion ensued and Director Fisler thanked Mr. Mosher for his comments.
MOTION

Motion by President Dewane, second by Director Bockmiller, to approve three individual memberships to the Solid Waste Association of North America and to designate those individuals at a future date. Motion passed 5-0, by the following roll call vote:

AYES: DIRECTORS Atkinson, Bockmiller, Fisler, Temianka, Dewane
NOES: DIRECTORS None
ABSENT: DIRECTORS None
ABSTAIN: DIRECTORS None

6. Social Media Metrics Update

Director Fisler introduced GM Shoenberger who gave a brief overview of the topic.

Director Fisler asked for comments. There were no comments.

MOTION

Motion by Director Bockmiller, second by President Dewane, to add to the next regular Board meeting Consent Calendar termination of a contract with Communications LAB and approval to begin a new competitive Request for Proposals process regarding Social Media Metrics. Motion passed 5-0, by the following roll call vote:

AYES: DIRECTORS Atkinson, Bockmiller, Fisler, Temianka, Dewane
NOES: DIRECTORS None
ABSENT: DIRECTORS None
ABSTAIN: DIRECTORS None

ACTION ITEMS:

7. Communications Consulting Services

Director Fisler introduced GM Shoenberger who provided an overview of the topic.

Director Fisler asked for comments. There were no public comments. Vice President Temianka inquired as to why the budgeted number does not always match the actual expenditure, in fact being less. GM Shoenberger replied that the District budgets for emergency communications that are not always needed.

MOTION

Motion by President Dewane, second by Director Fisler, to add to the next regular Board meeting Consent Calendar award of a contract to Gladstone International, Inc. for Communications Consulting Services for an amount not to exceed $38,000. Motion passed 5-0, by the following roll call vote:
8. ISDOC Executive Committee Election

Director Fisler asked for comments. There were no comments.

MOTION

Motion by Vice President Temianka, second by Director Atkinson, to designate President Shawn Dewane to vote his conscience on behalf of Mesa Water District and cast his ballot by mail in the Independent Special Districts of Orange County Executive Committee election. Motion passed 5-0, by the following roll call vote:

AYES: DIRECTORS Atkinson, Bockmiller, Fisler, Temianka, Dewane
NOES: DIRECTORS None
ABSENT: DIRECTORS None
ABSTAIN: DIRECTORS None

REPORTS:


10. Directors’ Reports and Comments

INFORMATION ITEMS:

None.

The Special Board Meeting was adjourned at 4:25 p.m.

Approved:

______________________________
Shawn Dewane, President

______________________________
Coleen L. Monteleone, District Secretary
RECOMMENDATION

In accordance with Ordinance No. 25, adopted April 9, 2015, authorize attendance at conferences, seminars, meetings, and events.

STRATEGIC PLAN

Goal #1: Provide a safe, abundant, and reliable water supply.
Goal #2: Practice perpetual infrastructure renewal and improvement.
Goal #3: Be financially responsible and transparent.
Goal #4: Increase public awareness about Mesa Water® and about water.
Goal #5: Attract and retain skilled employees.
Goal #6: Provide outstanding customer service.
Goal #7: Actively participate in regional water issues.

PROPOSED LIST

None.

PRIOR BOARD ACTION

On July 14, 2016, the Board approved Fiscal Year 2017 attendance at Conferences, Seminars, Meetings, and Events.

DISCUSSION

During the discussion of this item, if any, the Board may choose to delete any item from the list and/or may choose to add additional conferences, seminars, meetings, or events for approval, subject to available budget or additional appropriation.

FINANCIAL IMPACT

None.

ATTACHMENTS

None.
## 2016 Conferences, Seminars, and Meetings:

<table>
<thead>
<tr>
<th>Date</th>
<th>Event</th>
<th>Location</th>
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<tbody>
<tr>
<td>October 10-13, 2016</td>
<td>CSDA Conference</td>
<td>San Diego, CA</td>
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<tr>
<td>October 24-27, 2016</td>
<td>AWWA AFC16 (CA-NV) Fall Conference</td>
<td>San Diego, CA</td>
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<tr>
<td>November 29 - December 2, 2016</td>
<td>ACWA/JPIA Fall Conference</td>
<td>Anaheim, CA</td>
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<tr>
<td>December 14-16, 2016</td>
<td>Colorado River Water Users Association Conference</td>
<td>Las Vegas, CA</td>
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**September 2016**

**Pay Period Ends**
- **October 2016**
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**October 2016**

**ACWA 2016 Regulatory Summit • Bay Area**
- 7:30AM SSDOC Executive Committee Meeting - Fisler (MMDOC Conference Room 101)
- 12:00PM Executive Committee Meeting - DeWane, Temianka (Parian Conf Rooms Boardroom)
- 5:45PM Costa Mesa City Council Mtg.

**Pay Day**
- 8:30AM MWDOC/MMDOC Workshop (MMDOC/OCWD Boardroom)
- 5:30PM OCWD Board Mtg - Atkinson, Temianka (MMDOC/OCWD Boardroom)

**Chamber Event - Public**
- 7:30AM WACO Meeting (Atkinson, Bockmiller, Fisler, Temianka) (MMDOC/OCWD Boardroom)

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**CSDA Conference • San Diego, CA**
- 5:00PM GMRS Steering Committee (OCDW Boardroom)

**Pay Day**
- 8:00AM LACO Meeting (OCTA Boardroom; 800 South Main Street...)
- 8:00AM OCWD Water Issues Committee (OCWD Boardroom)
- 9:30AM OCWD Producers Meeting (OCWD Boardroom)
- 11:30AM Chamber Networking Luncheon (Costa Mesa Tavern Bldg.)

**Pay Period Ends**
- 7:30AM ACC-OC Water Committee (OCTA, 600 S. Main St., Orange, CA Conf. Room 103/104)
- 8:00PM Mesa Water Board Meeting (Boardroom)

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**Pay Day**
- 12:00PM ACC-OC Water Committee (OCTA, 600 S. Main St., Orange, CA Conf. Room 103/104)
- 11:30AM Chamber Networking Luncheon (Costa Mesa Tavern Bldg.)

**Pay Period Ends**
- 3:30PM Finance Committee Meeting - Temianka, Bockmiller (Boardroom)
- 7:30AM WACO Planning Committee - Temianka (MMDOC)
- 3:30PM Engineering and Operations Committee Meeting - Bockmiller, Fisler (Boardroom)
- 5:45PM Costa Mesa City Council Mtg.

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**Pay Day**
- 8:30AM MWDOC Board Meeting (MMDOC Boardroom)
- 5:30PM OCWD Board Mtg - Atkinson, Temianka (OCWD Boardroom)

**Pay Period Ends**
- 7:30AM ACC-OC Water Committee (OCTA, 600 S. Main St., Orange, CA Conf. Room 103/104)
- 8:00PM Mesa Water Board Meeting (Boardroom)

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**Pay Day**
- 8:30AM OCWD/MMDOC JR Planning Meeting (MMDOC Conference Room 101)
- 3:30PM PAC Committee Meeting - Fisler, Atkinson (Boardroom)
- 6:30PM SCVANC Annual Meeting (Discovery Cube, 2500 N. Main Street, Santa Ana, CA 92705)

**Pay Period Ends**
- 8:00AM ACWA Region 10 Program (Carlsbad, CA)
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<tr>
<td></td>
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<td>7:30AM SIDOC Executive Committee Meeting - Fisler (SIDOC Conference Room 101)</td>
<td>8:00AM Tentative - SI COC Elected Officials Forum (COCD/SIDOC Boardroom)</td>
<td>7:30AM WACO Meeting (Atkinson, Bockmiller, Fisler, Temianka) (MWDOC/OCWD Boardroom)</td>
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<td>8:00AM JLC SI COC Workshop (SIDOC/COCD Boardroom)</td>
<td>12:00PM SI COC Board Meeting - Atkinson, Temianka (SIDOC/COCD Boardroom)</td>
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<td>9:00AM SI COC Board Meeting - Temianka (SIDOC)</td>
<td>5:30PM SI COC Board Mtg - Atkinson, Temianka (SIDOC/COCD Boardroom)</td>
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<td>5:45PM Costa Mesa City Council Mtg.</td>
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<td>8:00AM LAFCO Meeting (OCTA; 600 S. Main St. Orange, CA)</td>
<td>12:00PM ACC OC Water Committee (OCTA, 600 S. Main St. Orange, CA; Conf. Room 103/104)</td>
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<td>8:00AM OCWD Water Issues Committee (OCWD Boardroom)</td>
<td>4:00PM Chamber Board Meeting - Fisler (TBD)</td>
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<td>9:30AM OCWD Producers Meeting (OCWD Boardroom)</td>
<td>6:00PM Mesa Water Board Meeting (Boardroom)</td>
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<td>8:00AM OCWD Board Meeting (OCWD Boardroom)</td>
<td>12:00PM ACC OC Water Committee (OCTA, 600 S. Main St. Orange, CA; Conf. Room 103/104)</td>
<td>7:30AM JLC SI COC Workshop (SIDOC/COCD Boardroom)</td>
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<td>8:30AM SI COC Board Meeting - Temianka (SIDOC)</td>
<td>5:30PM SI COC Board Mtg - Atkinson, Temianka (SIDOC/COCD Boardroom)</td>
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<td>5:45PM Costa Mesa City Council Mtg.</td>
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<td>3:30PM Finance Committee Meeting - Temianka, Bockmiller (Boardroom)</td>
<td>Thanksgiving ♦ Holiday</td>
<td>Friday after Thanksgiving ♦ ♦</td>
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<td>3:30PM Finance Committee Meeting - Temianka, Bockmiller (Boardroom)</td>
<td>3:00PM LJAPC Committee Meeting - Fisler, Atkinson (Boardroom)</td>
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<td>1:30PM ACWA IPAC Board of Directors’ Meeting and 2016 Fall Conference Notice (750 West Convention Way, Anaheim, CA 92802)</td>
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*Pay Day*

*Veteran’s Day ♦ Holiday*

*Pay Period Ends*

*Thanksgiving ♦ Holiday*

*Pay Period Ends*
# Upcoming Community Outreach Events

<table>
<thead>
<tr>
<th>Event:</th>
<th>Date &amp; Time:</th>
<th>Location:</th>
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<tbody>
<tr>
<td><strong>ACC-OC Water Committee Luncheon</strong></td>
<td>Thursday September 15, 2016 12:00 p.m. to 1:30 p.m.</td>
<td>Mesa Water Reliability Facility 1350 Gisler Avenue Costa Mesa, CA 92626</td>
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<tr>
<td><strong>Susan G. Komen Race for the Cure</strong></td>
<td>Sunday September 25, 2016 7:15 a.m.</td>
<td>Fashion Island, Newport Beach Pacific Life Insurance Company 700 Newport Center Dr. Newport Beach, CA 92660</td>
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<tr>
<td><strong>Newport-Mesa Schools Foundation State of the Schools Breakfast</strong></td>
<td>Monday September 26, 2016 7:00 a.m. to 9:00 a.m.</td>
<td>Newport Harbor High School Gym 600 Irvine Ave. Newport Beach, CA 92663</td>
</tr>
<tr>
<td><strong>Concerts in the Park Celebration Dinner</strong></td>
<td>Wednesday September 28, 2016 6:00 p.m. to 8:00 p.m.</td>
<td>Neighborhood Community Center, Adams Room 1845 Park Avenue Costa Mesa, CA 92626</td>
</tr>
</tbody>
</table>
MEMORANDUM

TO: Board of Directors
FROM: Andrew Hamilton, Chief Financial Officer
DATE: September 8, 2016
SUBJECT: Surplus Property

RECOMMENDATION

Declare certain property as surplus and authorize the General Manager to dispose of the property within the established rules and regulations set forth by Resolution No. 1463.

The Finance Committee reviewed this item at its August 15, 2016 meeting and recommends Board approval.

STRATEGIC PLAN

Goal #3: Be financially responsible and transparent.

PRIOR BOARD ACTION/DISCUSSION

Resolution No. 1463, adopted by the Board of Directors (Board) of Mesa Water District (Mesa Water®) in August 2015, updated rules and regulations for the disposal of property that Mesa Water® determines as no longer necessary to carry out the powers and the purposes of the District to meet present or future needs. Further, Resolution No. 1463 requires all surplus personal property, regardless of the amount, to be approved by the Board prior to disposition.

The resolution also specifies that the General Manager, acting in the best interest of the District, may use any of the prescribed methods approved by the Board for disposal of the assets.

DISCUSSION

This memo serves as the written report of the disposal of Surplus Personal Property, including the manner of disposal utilized, which is provided to the Board prior to disposition.

All proposed surplus items listed above were either expensed at the time of purchase or have no undepreciated book value.

“Disposal by Auction” has been chosen as the method to dispose of the following surplus items:

- Plotter - 1 quantity
- Overhead Cabinets - 8 quantity
- File Cabinets - 9 quantity
- Desk Extensions - 9 quantity
- Desks - 9 quantity
- Chairs - 19 quantity
- APC UPS - 44 quantity
- Bookcase - 4 quantity
- Draft Table - 1 quantity
FINANCIAL IMPACT
None.

ATTACHMENTS
None.
MEMORANDUM

TO: Board of Directors
FROM: Stacy Taylor, External Affairs Manager
DATE: September 8, 2016
SUBJECT: Special Districts Shared Efficiencies Project Update

RECOMMENDATION

Approve a contract change order to Arcadis U.S., Inc. for as-needed services related to the Special Districts Shared Efficiencies project in the amount of $50,000.

The Finance Committee reviewed this item at its August 15, 2016 meeting and recommends Board approval.

STRATEGIC PLAN

Goal #3: Be financially responsible and transparent.
Goal #4: Increase public awareness about Mesa Water® and about water.
Goal #6: Provide outstanding customer service.
Goal #7: Actively participate in regional water issues.

PRIOR BOARD ACTION/DISCUSSION

Following direction provided to staff by the Mesa Water District (Mesa Water®) Board of Directors (Board) at the April 18, 2016 Board Workshop, this item was discussed at Mesa Water’s Executive Committee meetings on April 26, May 20 and June 7, 2016, at Mesa Water’s Board meetings on June 16 and July 14, 21 and 28, 2016, and at Mesa Water’s Finance Committee meeting on August 15, 2016.

On June 16, 2016, the Board approved a contract with Arcadis U.S., Inc. for the Special Districts Shared Efficiencies Study in the amount of $29,960.

DISCUSSION

The Special Districts Shared Efficiencies project continues to be based on the objective of best serving the public in the most economical, effective and efficient way possible. Mesa Water® determined to perform a study analyzing the potential benefits of combining Mesa Water and the Costa Mesa Sanitary District (CMSD). Mesa Water’s preference had been to collaboratively conduct the study with CMSD. Since April 2016, nine letters were exchanged between CMSD and Mesa Water regarding this matter. On June 28, 2016, CMSD notified Mesa Water® that its Board of Directors voted not to participate in the study.

With a letter to CMSD dated May 27, 2016, Mesa Water shared with CMSD the scope of work included in the Request for Proposals (RFP) to retain professional services from an experienced firm to provide an Optimal Governance Structure Study for the Special Districts Shared Efficiencies project.
The scope of work for the study included:

- Reviewing the current context of CMSD and Mesa Water including governance, services provided, service area, staff organization and finances;
- Conducting a combined agency organization evaluation, including identifying potential economies of scale and efficiency opportunities that may result from combining services;
- Providing a combined agency outsourcing evaluation, and a combined agency financial evaluation; and,
- Presenting a report of the findings that explains the analysis approach, methods and results, and summarizes potential benefits.

Mesa Water distributed the RFP to four qualified firms: Arcadis U.S., Inc. (Arcadis), LA Consulting, Inc. (LAC), Management Partners, and West Yost Associates (West Yost). Mesa Water received proposals from three firms: Arcadis, LAC, and West Yost. Each of the proposals was reviewed and scored by a selection committee. Below is a summary of the selection process results and proposed costs:

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<tr>
<th>Rank</th>
<th>Proposer</th>
<th>Score</th>
<th>Cost</th>
<th>Schedule</th>
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<tbody>
<tr>
<td>1</td>
<td>Arcadis</td>
<td>4.99</td>
<td>$29,960</td>
<td>4 weeks</td>
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<tr>
<td>2</td>
<td>West Yost</td>
<td>4.29</td>
<td>$44,500</td>
<td>6 weeks</td>
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<tr>
<td>3</td>
<td>LAC</td>
<td>4.01</td>
<td>$37,291</td>
<td>4 weeks</td>
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Arcadis was selected based on their recent relevant experience, excellent understanding of the scope of work, and the ability to meet schedule and budget parameters.

As staff had previously anticipated, supplementary work is necessary related to the Special Districts Shared Efficiencies project requiring additional funding. Staff recommends Board approval of a contract change order to Arcadis U.S., Inc. for as-needed services related to the Special Districts Shared Efficiencies project in the amount of $50,000.

**FINANCIAL IMPACT**

$29,960 has been spent to date and the requested funding will come from Cash on Hand.

**ATTACHMENTS**

None.
RECOMMENDATION

Approve a contract change order for an additional $22,770 for MEI-Charlton (MEIC) Lab for additional sample preparation and evaluation of additional pipeline samples.

The Engineering and Operations Committee reviewed this item at its August 16, 2016 meeting and recommends Board approval.

STRATEGIC PLAN

Goal #1: Provide a safe, abundant, and reliable water supply.
Goal #2: Practice perpetual infrastructure renewal and improvement.

PRIOR BOARD ACTION/DISCUSSION

On March 15, 2014, the Board adopted Resolution No. 1442 Replacement of Assets to supersede Resolution No. 1268 to better define the concept of pipeline useful life introduced in Resolution No. 1268.

On March 17, 2015, the Engineering & Operations Committee approved a contract with Michael Baker International, Inc. to provide consulting services for the Pipeline Integrity Testing Program.

On January 19, 2016, the Board received an update on the progress of the Pipeline Integrity Testing Program, and approved contracts with Paulus Engineering, Inc. to remove pipeline segments for testing and to MEIC Lab for destructive testing.

BACKGROUND

Staff is implementing Resolution No. 1442 Replacement of Assets, adopted by the Board on March 15, 2014. Resolution No. 1442 Replacement of Assets utilizes two metrics to assess the remaining useful life:

1. Nondestructive testing (NDT) of 1% of the system (~3 miles each year) to measure the pipeline wall thickness; and
2. Destructive testing methodologies of pipe segments shown by nondestructive testing to have less than 70% of wall thickness remaining compared to a new pipe.

DISCUSSION

Non-Destructive Testing
Approximately five miles of Asbestos Cement Pipe (ACP) have been tested to date using non-destructive testing methods. The next three miles of non-destructive pipe to be tested is scheduled for the week of September 12, 2016. Approximately 10,814 feet of the five miles tested were candidates for destructive testing.
**Destructive Testing**

Of the five miles of ACP that have received non-destructive testing, ten ACP segments were selected for sampling and destructive testing. In addition to the ACP segments, three segments of ferrous pipeline were also selected for destructive testing. Two of these segments were selected for their known history of failures. The third is a cast iron pipeline in 19th street that was installed prior to 1951 and has reached its age-based useful life estimate of 65 years. These samples were collected in May and June 2016 and shipped to MEIC Lab for destructive testing. Testing is underway and results are expected mid-September. The following tests are being conducted:

<table>
<thead>
<tr>
<th>ACP Tests:</th>
<th>Ferrous Pipe Tests:</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Scanning Electron Microscopy</td>
<td>• Metallographic examination</td>
</tr>
<tr>
<td>• Phenolphthalein Stain Testing</td>
<td>• Chemical composition</td>
</tr>
<tr>
<td>• Crush Testing</td>
<td>• Ultrasonic</td>
</tr>
<tr>
<td>• Hydrostatic Burst Testing</td>
<td>• Dye Penetration</td>
</tr>
<tr>
<td></td>
<td>• Tensile testing</td>
</tr>
<tr>
<td></td>
<td>• Hardness testing</td>
</tr>
<tr>
<td></td>
<td>• Pressure Testing</td>
</tr>
</tbody>
</table>

The Board authorized $95,590 to MEIC for destructive testing of 11 ACP segments (including a sample collected from the South Coast Plaza AC pipeline break in October 2015) and three ferrous pipeline segments. Since the authorization was issued in February 2016, several changes have occurred:

1. An AC pipeline break occurred at Milboro, and a sample of the break was recovered for testing.
2. A break also occurred in the Placentia Avenue CMLC line, and MEIC proposed a complete corrosion chemical and biochemical analysis, and failure analysis of the site of failure.
3. All of the samples collected in the field require additional cutting and preparation of the ends for use in the pipe burst pressure testing apparatus. While some end preparation is included in the original quote, the unevenness of the pipe ends from breaking and cutting in the field requires additional work from the lab to smooth the rough ends to fit evenly in the hydrostatic pressure testing apparatus to ensure reliable test results.

The cost for the additional work is $22,770, bringing the total Purchase Order to $118,360. It is therefore recommend that the Board consider authorizing approval of the additional expenditure.

**Next Steps**

Once the laboratory analysis is complete and the report is received, the Pipeline Integrity Program Consultant will make recommendations for the remaining useful life of the segments tested. It is anticipated that the results will be presented to the Engineering and Operations Committee at the October 2016 meeting. In addition, the Consultant and staff are selecting the next three miles of pipeline for non-destructive testing in September 2016.

**FINANCIAL IMPACT**

In Fiscal Year 2017,$335,000 is budgeted; no funds have been spent to date.
<table>
<thead>
<tr>
<th>Description</th>
<th>Project Estimate Amounts</th>
<th>Project Cost Amounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>Initial Project Estimate (FY 2015)</td>
<td>$ 584,500</td>
<td></td>
</tr>
<tr>
<td>Original Contracts</td>
<td>$ 767,942</td>
<td></td>
</tr>
<tr>
<td>Change orders</td>
<td>$(31,034)</td>
<td></td>
</tr>
<tr>
<td>Requested funding</td>
<td>$ 22,770</td>
<td></td>
</tr>
<tr>
<td>Revised Contracts</td>
<td>$ 759,678</td>
<td></td>
</tr>
<tr>
<td>Actual spent to date</td>
<td>$ 479,937</td>
<td></td>
</tr>
<tr>
<td>Revised Project Estimate</td>
<td>$ 759,678</td>
<td></td>
</tr>
</tbody>
</table>

**ATTACHMENTS**

None.
MEMORANDUM

TO: Board of Directors
FROM: Stacy Taylor, External Affairs Manager
DATE: September 8, 2016
SUBJECT: Communications Consulting Services

RECOMMENDATION

Award a contract to Gladstone International, Inc. for Communications Consulting Services for an amount not to exceed $38,000.

The Legislative & Public Affairs Committee reviewed this item at its August 25, 2016 meeting and recommends Board approval.

STRATEGIC PLAN

Goal #3: Be financially responsible and transparent.
Goal #4: Increase public awareness about Mesa Water® and about water.
Goal #5: Provide outstanding customer service.
Goal #7: Actively participate in regional water issues.

PRIOR BOARD ACTION/DISCUSSION

Mesa Water District initially retained Gladstone International, Inc. (Gladstone) in Fiscal Year 2014, without competitive solicitation, for Communications Consulting Services; Mesa Water® renewed Gladstone’s contract in Fiscal Years 2015 and 2016.

DISCUSSION

The table below summarizes the Communications Consulting Services’ expenditures with Gladstone in Fiscal Years 2014, 2015 and 2016:

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>Expenditure</th>
</tr>
</thead>
<tbody>
<tr>
<td>FY 2014</td>
<td>$18,100</td>
</tr>
<tr>
<td>FY 2015</td>
<td>$24,025</td>
</tr>
<tr>
<td>FY 2016</td>
<td>$22,250</td>
</tr>
<tr>
<td><strong>FY 2014-FY 2016 TOTAL</strong></td>
<td><strong>$64,375</strong></td>
</tr>
</tbody>
</table>

For Fiscal Year 2017, $38,000 is allocated for Gladstone’s services, per the table below:

<table>
<thead>
<tr>
<th>External Affairs Department</th>
<th>Expenditure</th>
</tr>
</thead>
<tbody>
<tr>
<td>Media/Presentation Trainings for Board (2) &amp; Management/Staff (1)</td>
<td>$15,000</td>
</tr>
<tr>
<td><strong>Public Affairs Department</strong></td>
<td><strong>Expenditure</strong></td>
</tr>
<tr>
<td>On-Call Communications (includes quarterly strategy meetings)</td>
<td>$23,000</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>$38,000</strong></td>
</tr>
</tbody>
</table>
FINANCIAL IMPACT

In Fiscal Year 2017, $50,000 is budgeted; no funds have been spent to date.

ATTACHMENTS

None.
MEMORANDUM

TO: Board of Directors
FROM: Cynthia Ragland, Interim Public Affairs Manager
DATE: September 8, 2016
SUBJECT: Social Media Metrics Update

RECOMMENDATION

Approve termination of the Social Media Services contract with Communications LAB; and direct staff to begin a new competitive Request for Proposals process for Social Media Services.

The Legislative & Public Affairs Committee reviewed this item at its August 25, 2016 meeting and recommends Board approval.

STRATEGIC PLAN

Goal #4: Increase public awareness about Mesa Water® and about water.

PRIOR BOARD ACTION/DISCUSSION

None.

DISCUSSION

In February 2016, Mesa Water District (Mesa Water®) entered into a consulting services contract with Communications LAB, the firm that was awarded the work as the result of a competitive RFP process. The firm was hired to conduct an assessment of Mesa Water’s current social media presence (Phase I) and to develop a social media plan (Phase II), which have been completed. Phase III includes social media training for the Board and staff, which has not taken place. Staff will provide additional feedback at the meeting.

FINANCIAL IMPACT

In Fiscal Year 2016, $28,000 was budgeted; $16,000 has been spent to date.

ATTACHMENTS

None.
TO: Board of Directors  
FROM: Paul E. Shoenberger, P.E., General Manager  
DATE: September 8, 2016  
SUBJECT: Board Workshop Planning

RECOMMENDATION

Discuss agenda topics and confirm the Board of Directors workshop for Friday, October 21, 2016.

The Executive Committee will discuss this item at its September 6, 2016 meeting.

STRATEGIC PLAN

Goal #1: Provide a safe, abundant, and reliable water supply.
Goal #2: Practice perpetual infrastructure renewal and improvement.
Goal #3: Be financially responsible and transparent.
Goal #4: Increase public awareness about Mesa Water® and about water.
Goal #5: Attract and retain skilled employees.
Goal #6: Provide outstanding customer service.
Goal #7: Actively participate in regional water issues.

PRIOR BOARD ACTION/DISCUSSION

None.

DISCUSSION

For the Board’s consideration, the proposed agenda topics are as follows:

- Regional Water Issues
- Special Districts Shared Efficiencies Project Update
- Staffing Plan
- General Manager's Performance Evaluation
- Legislative Platform Update

Staff recommends that the Board workshop be held on Friday, October 21, 2016. The workshop is planned to take place at the Mesa Water Reliability Facility; refreshments will be served.

FINANCIAL IMPACT

In Fiscal Year 2017, $4,000 is budgeted; no funds have been spent to date.

ATTACHMENTS

None.
MEMORANDUM

TO:            Board of Directors
FROM:          Paul E. Shoenberger, P.E., General Manager
DATE:          September 8, 2016
SUBJECT:       General Legal Counsel Services

RECOMMENDATION

1. Determine the firms to be interviewed for the General Legal Counsel Services Request, and
2. Agree upon a day and time to hold the interviews.

STRATEGIC PLAN

Goal #1: Provide a safe, abundant, and reliable water supply.
Goal #2: Practice perpetual infrastructure renewal and improvement.
Goal #3: Be financially responsible and transparent.
Goal #4: Increase public awareness about Mesa Water® and about water.
Goal #5: Attract and retain skilled employees.
Goal #6: Provide outstanding customer service.
Goal #7: Actively participate in regional water issues.

PRIOR BOARD ACTION/DISCUSSION

At the July 14, 2016 Board meeting, the Board approved the General Legal Counsel Services Request for Proposal process.

At the March 21, 2015 Board workshop, the Board directed staff to prepare a Request for Proposal (RFP) for General Legal Counsel Services.

DISCUSSION

Mesa Water® sent the Request for Proposal (RFP) to 11 firms to submit proposals to serve as contracted General Legal Counsel (Counsel). Counsel’s primary role is to provide expert legal advice to the Board and General Manager. Attendance at a variety of meetings will be required, including Board of Directors’ meetings, workshops, etc., as specified in the RFP.

The following eight firms submitted proposals:
  • Aleshire & Wynder, LLP
  • Bowie, Arnenson, Wiles & Giannone
  • Kidman Law, LLP
  • Lagerlof, Senecal, Gosney & Kruse, LLP
  • Lemieux & O’Neil Law
  • Meyers Nave
  • Redwine & Sherrill
  • Rutan & Tucker, LLP
The Board agreed upon the process is as follows:

- Upon receipt of proposals staff will review and provide the Board with its rankings
- The Board will provide direction to staff on which firms will be interviewed
- The Board will conduct interviews and make a final selection

Staff will bring their suggested rankings to the September 8, 2016 Board meeting.

Counsel will independently represent Mesa Water and its Board while also working closely with the General Manager and other designated staff. The selected law firm will be expected to provide a broad range of general legal services, including but not limited to Brown Act compliance, ethics, environmental law, eminent domain, contract law, public works contracts, bidding and construction law, special district operations, legislative and regulatory advocacy, recycled and desalinated water regulation and permitting, operations and procedure of Local Agency Formation Commission (LAFCO), regulation of groundwater (and associated pumping charges), and general litigation. An operational knowledge of the roles and functions of the Association of California Water Agencies (ACWA), California Department of Water Resources (DWR), State Water Project (SWP), Metropolitan Water District of Southern California (MWD), Municipal Water District of Orange County (MWDOC), Orange County Water District (OCWD), State Water Resources Control Board (SWRCB), Santa Ana Regional Water Quality Control Board (RWQCB) and the SWRCB Drinking Water Division is essential to successfully performing the role of District Counsel.

FINANCIAL IMPACT

In Fiscal Year 2017, $300,000 is budgeted; no funds have been spent to date.

ATTACHMENTS

Attachment A: General Legal Counsel Services RFP
Attachment B: Proposals Received
Professional Services Request for Proposal

General Legal Counsel Services

Mesa Water District

August 3, 2016
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   B. Overview of Requested Services 1
   C. Schedule 2

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Request for Proposal Attachments
Appendix A: Professional Services Contract
Appendix B: Professional Services Agreement Acceptance Forms
Appendix C. Scope of Work
I. Background and Purpose

Mesa Water District (Mesa Water® and/or District) Board of Directors (Board) is seeking proposals from experienced law firms with a minimum of 10 years of experience representing cities and/or special district water, wastewater and groundwater management agencies. This Request for Proposal (RFP) provides information to enable firms to submit a proposal to provide professional services for the scope of work as detailed in Appendix C.

A. Mesa Water® Overview

Mesa Water®, a special district, was formed on January 1, 1960 as a result of the merger of four water agencies. Mesa Water® employs approximately 55 employees and is governed by a five-member Board of Directors elected by the constituents of five divisions within the service area. One individual from each division is publicly elected to serve a four-year term as a Director. The Board appoints the General Manager, who is responsible for day-to-day operations. The fiscal year 2017 budget expects operating revenues of $33.1 M with $24.5 M of operating revenues. The capital budget includes expenditures of $8.4 M.

Mesa Water's primary purpose is to manage and deliver water and water-related services to customers within its service area. Mesa Water® distributes water to approximately 23,500 retail accounts (population of over 110,000) in an 18-square mile area, which includes the city of Costa Mesa, parts of Newport Beach, and unincorporated areas of Orange County, including the John Wayne Airport and the Orange County Fair Grounds.

Mesa Water® predominately uses local groundwater, recycled water, and conservation to meet 100% of its demands. Mesa Water® operates clear water wells in the northern part of its service area, and treats amber-tinted water from the deep aquifer from two additional wells at the Mesa Water® Reliability Facility (MWRF). Mesa Water® has two reservoirs that provide approximately 25 million gallons of storage.

B. Overview of Requested Services

Mesa Water seeks qualified law firms to serve as contracted General Legal Counsel (Counsel). The Counsel's primary role is to provide expert legal advice to the Board and General Manager. Attendance at a variety of meetings will be required, including Board of Directors' meetings, workshops, etc. as specified.
Counsel will independently represent Mesa Water® and its Board while also working closely with the General Manager and other designated staff. As Counsel, the selected law firm will be expected to provide a broad range of general legal services, including but not limited to Brown Act compliance, ethics, environmental law, eminent domain, contract law, public works contracts, bidding and construction law, special district operations, legislative and regulatory advocacy, recycled and desalinated water regulation and permitting, operations and procedure of Local Agency Formation Commissions (LAFCO), regulation of groundwater (and associated pumping charges), and general litigation. An operational knowledge of the roles and functions of the Association of California Water Agencies (ACWA), California Department of Water Resources (DWR), State Water Project (SWP), Metropolitan Water District of Southern California (MWD), Municipal Water District of Orange County (MWDOC), Orange County Water District (OCWD), State Water Resources Control Board (SWRCB), Santa Ana Regional Water Quality Control Board (RWQCB) and the SWRCB Drinking Water Division is essential to successfully performing the role of District Counsel for Mesa Water. The selected firm will be expected to perform or provide any and all of the tasks as specified.

The successful firm shall possess sufficient resources to ensure that the demands of the District's legal needs will be met on a timely basis. This relationship will be on a consulting or contractual basis, as opposed to a staff position.

Your firm has been invited to submit a proposal for General Counsel Legal Services.

C. Schedule

The notification to the selected firm is expected to occur sometime in October 2016 or sooner, depending on the Board of Directors' agenda and schedule. The professional services contract will be for a period of five years with optional renewals as determined by the Board.

End of Section
II. General Information

This RFP information packet contains instructions governing the proposals to be submitted and the material to be included therein; a description of the specific services to be provided; general evaluation criteria; and other pertinent information. The submission of this proposal shall be considered evidence that the proposer has and is in acceptance with this RFP.

Any modifications or changes made in this RFP will be made in writing in the form of an addendum issued by Mesa Water®. All firms will receive written notice of any changes or modifications, which may be made by Mesa Water®. Oral communications from Mesa Water® personnel or others concerning this RFP shall not be binding on Mesa Water® and shall not in any way be considered as a commitment by Mesa Water®.

A. Proposal Submittal

Submit one original with 8 copies and one electronic copy of the proposal to the address listed below no later than August 29, 2016 at 5:00 p.m. After this date and time proposals will not be accepted and will remain unopened. Faxed proposals will not be accepted. Postmarks will not be accepted in lieu of actual receipt.

The proposed Fee Schedule, as set forth in Section III. D. is to be submitted in a separate sealed envelope. Only one copy of the proposed Fee Schedule is required.

Proposals are to be submitted to:

Coleen L. Monteleone
Assistant General Manager
Mesa Water District
1965 Placentia Avenue, Costa Mesa, CA 92627

All materials submitted in accordance with this Request for Proposal (RFP) become the property of Mesa Water® and will not be returned. The material may become public record subject to the disclosure provisions of the Public Records Act (Government Code Section 6250 et seq.).
B. Proposal Schedule

The following proposal timeframe is listed below:

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Release of RFP</td>
<td>August 3, 2016</td>
</tr>
<tr>
<td>Deadline for Inquiries</td>
<td>August 15, 2016 at 5:00 p.m.</td>
</tr>
<tr>
<td>Response to Inquiries</td>
<td>August 19, 2016</td>
</tr>
<tr>
<td>Proposals Due Date</td>
<td>August 29, 2016 at 5:00 p.m.</td>
</tr>
<tr>
<td>Announce Shortlist</td>
<td>September 8, 2016</td>
</tr>
<tr>
<td>Interviews</td>
<td>To be determined by the Board of Directors</td>
</tr>
<tr>
<td>Tentative Date for Award</td>
<td>October 13, 2016 or sooner depending on the Board of Directors’ agenda and schedule</td>
</tr>
</tbody>
</table>

C. Inquiries

Inquiries regarding this RFP must be requested in writing via email to Coleen Monteleone at coleenm@mesawater.org. The deadline for inquiries is August 15, 2016 at 5:00 p.m.

D. Contract and Terms

Prior to the commencement of services, the selected Firm awarded the contract will be required to execute a Professional Services Agreement (Sample Agreement: Appendix A) between itself and Mesa Water®. The contract shall incorporate the scope of work defined herein and all RFP terms and conditions. Portions of the Firm’s proposal may be considered for inclusion into the scope of work at Mesa Water’s discretion. Insurance coverage requirements are included in the contract.

The selected Firm will not be permitted to levy any service or other charges against Mesa Water®, other than those listed in Appendix C Scope of Work, without being previously negotiated with Mesa Water®.

E. Sample Professional Services Agreement

A Sample Professional Services Agreement is attached for review as Appendix A. This agreement is representative of the agreement that the selected firm shall be required to execute upon award of the General Legal Counsel contract. Mesa Water does not make changes to agreement terms and conditions. Submission of your proposal in response to this RFP constitutes your acceptance of all the Terms & Conditions set forth in the Sample Professional Services Agreement.

Please indicate that the Sample Professional Services Agreement has been reviewed and will be executed with no exceptions, if selected, by signing and dating the Professional Services Agreement Acceptance Form (Appendix B).
End of Section
III. Proposal Requirements

A. General

1. All interested and qualified firms are invited to submit a proposal for consideration. Submission of a proposal indicates that you have read and understand the entire RFP, including all appendices, schedules, and addendums (as applicable), and that all requirements of the RFP have been satisfied.

2. Proposals must be submitted in the format described below. Proposals are to be prepared in such a way as to provide a straightforward, concise description of the capabilities to satisfy the requirements of this RFP.

3. Expensive bindings, colored displays, promotional materials, etc., are neither necessary nor desired. Emphasis should be concentrated on conformance to the RFP instructions, responsiveness to the RFP requirements, and on completeness and clarity of content.

4. Proposals must be completed in all respects as required in this section. A proposal may not be considered if it is conditional or incomplete.

5. All proposals and materials submitted become property of Mesa Water®.

6. Responses are to be clear and complete. Be as specific as possible and include explanations where necessary.

B. Proposal Presentation

1. All proposals must be submitted on 8 1/2" x 11" sheets of paper, neatly typed, double-sided, with standard (1 inch) margins and single-spaced with headings, sections, and sub-sections identified appropriately. Font must be at least 12 pt. Each page, including attachments, must be clearly and consecutively numbered at the bottom center of each page.

2. The proposal must include all information requested in Section III. C. (Proposal Contents and Format) and be divided into five (5) sections titled and numbered so as to correlate with the sections therein.

3. One (1) separately sealed Fee Schedule and one (1) original and 8 copies, and one electronic version (PDF or MS Word format on a CD, DVD, or USB Flash Drive) of the complete proposal must be received by the deadline specified in Section II.B - Proposal Schedule.
4. The original and copies of the proposal, and the separately sealed Fee Schedule must be in a sealed envelope, container, or package stating the following on the outside:
   • Firm Name
   • Address
   • Telephone Number
   • Proposal Title
   • Proposal Deadline

5. Hand carried proposals may be delivered to the address documented in Section II-A during normal business hours, Monday through Friday, excluding holidays observed by Mesa Water®. Firms are responsible for informing any commercial delivery service, if used, of all delivery requirements, and for ensuring that the address information appears on the outer envelope, container, or package used by such service.

C. Proposal Contents and Format

Firms must provide the following information, divided and titled to correspond to the following sections:

Proposal Cover Page

The outline below is to be used as the cover page for the proposal. These items must be fully completed and signed by an authorized officer of the business entity.

• Name of Firm:
• Address:
• Telephone Number(s):
• E-mail Address:
• Website Address:
• Federal Tax ID Number:
• Organizational Type (Sole Proprietorship; Partnership; Corporation; or Other (Explain)):
• Number of Years in Business:
• Name, title, telephone number and, if different, address of person(s) authorized to represent firm:
• Name, title, telephone number and, if different, address of person(s) authorized to sign contracts for the business entity:
• Certificate of Insurance showing a minimum of $1 M in Professional Liability Insurance (not included in page count).
Proposal Table of Contents

All subsequent pages of the proposal, after the Cover Page, including enclosures, must be clearly and consecutively numbered and correspond to a Table of Contents as outlined below:

Section 1. Firm Qualifications and Experience (5 pages max)

This section should establish the firm’s ability to perform the required work to the expectations of Mesa Water®. Narrative should include the firm’s background, including practice areas, length of time in business, number of attorneys, including partners and associates, and location of office that will primarily support the engagement. Areas to focus on include:

- Introduction of the firm
- Strength and stability of firm
- Overview of the firm’s capabilities in scope
- Description of three to five engagements similar to this scope of work that have been completed for public agencies, water districts, non-profit organizations, or private companies. Include the name of the organization, address, name, email, and telephone number for the organization’s point of contact. Note the relevance of each engagement to the objectives of this engagement. Brief descriptions of additional engagement that demonstrate the firm’s track record to perform the required services may be included in tabular format.
- Provide reasoning why the prospective firm would be the best choice for providing services as described in the RFP for Mesa Water®
- Provide a listing of all current or former clients, including pro bono, with real property ownership, residence or principal place of business within the boundaries of Mesa Water District within the last three years
- Provide a list of all public clients for which you or your firm currently provide services under a fee for service basis or on a retainer basis
- Identify any foreseeable or potential conflicts of interest which would result from such representation and the manner in which such conflicts would be resolved
- Identify if the firm or any of the attorneys employed by the firms, have ever been sued by special districts, local governments or other clients for malpractice and/or been the subject of complaints
filed with the State Bar or had discipline imposed by the State Bar. Please provide information on the nature of the incident, the date(s) when the matter began and concluded, and the results of the matter.

- Identify other value-added qualifications or services, if any, which have not been listed in the RFP that you feel Mesa Water® should consider when making its selection. Such services would include those which could be made available to the Board, General Manager or staff at no cost or at a significantly reduced cost.

**Section 2. Staff Experience and Availability (10 pages max)**

This section should introduce the key staff that the firm shall commit to the engagement. The section shall include:

- A listing or organizational chart that shows the primary General Legal Counsel and each attorney(s) proposed that are anticipated to play a significant role in ongoing or special legal services to Mesa Water®.

- Biographical resumes of each attorney and a statement that the proposed attorneys are available to perform requested work. Include resumes in Appendix A to the Firm’s proposal, which will not be included in the page count (limit each resume to two (2) pages). Include the biographical sketches for other firm staff that may perform work on behalf of the firm. Resumes should include the following:

  - Legal training and years of practice including date of admission to the California Bar
  - Years of local public sector law practice as a full-time government attorney and/or in a private law office that specializes in the representation of special districts or other public agency clients
  - Knowledge of and experience with California special districts, to include water resource and project planning, rate development and approval and related public sector experience
  - Types of clientele represented and years representing each
  - Litigation experience and demonstration of positive outcomes before a court or in contested administrative agency proceedings
  - Other notable qualifications that would enable the primary and supporting counsel to fulfill the needs of the District
• Current work load for the proposed team members as it relates to the ability to perform this work to the engagement.

Section 3. Understanding of Scope of Work (10 pages max)

The firm should clearly state its understanding of the scope of work. The selected firm must perform all work; proposals to perform only a portion of the work will be deemed nonresponsive and will not be evaluated. Do not simply repeat the scope of work provided in Appendix C. Instead, address the following areas in the proposal:

• Describe the firm’s view of the General Legal Counsel’s role in serving Mesa Water® and its Board of Directors (Board)

• Describe how the firm would establish, develop and maintain an effective working relationship with the Board, General Manager and management staff and other agencies

• Describe how the firm will keep Mesa Water® informed about the status of litigation and other legal matters

• Describe the approach used in estimating the costs/benefits prior to initiating litigation or settling cases in litigation

• Describe how the firm evaluates whether to use an attorney within the firm or if an attorney from another firm should handle a case, provide expert advice or provide other needed services

• Describe the role Counsel should play with the public and media

• Describe the standard time frames for response by primary Counsel to direction and/or inquiry

• Describe the process by which the firm would review past legal issues and issues currently facing the District (i.e. how would the firm get up-to-speed quickly and cost effectively)

• Describe staffing of the firm’s office and include any staffing changes needed should the firm be awarded the contract to provide legal services

• Describe the computer resources and information management systems currently utilized within the firm’s office to ensure rapid and secure exchange of information between the District and Counsel

• Describe the systems or mechanisms that would be established for monthly reporting of the status of projects, requests and litigations

• Describe how the firm tracks and manages legal costs to ensure that expenses can be managed by the District
• The contract for this engagement shall incorporate the scope of work defined in Appendix C. The firm may wish to include options and enhancements to the scope of work for Mesa Water’s consideration. Portions of the firm’s proposal may be considered for inclusion into the contract Scope of Work at Mesa Water’s discretion.

Appendix A. (of Firm’s Proposal) Resumes of Key Staff

Include resumes of key staff. Limit each resume to two (2) pages. Resumes are not included in overall page count.

Appendix B. (of Firm’s Proposal) Professional Services Agreement Acceptance Form

Include the signed Professional Services Agreement Form from Appendix B of this RFP. Appendix B is not included in the overall page count.

D. Fee Schedule- Separate Sealed Envelope

The Fee Proposal is to be submitted in a separate sealed envelope. The costs will be reviewed after the contents of the proposals are reviewed and rankings are determined.

Describe your firm’s policies on billing for travel to and from Board meetings and other District events or meetings requiring your firm’s presence. A detailed breakdown of billing rates and expenses should be included in the proposal including: hourly rates by attorney classification (partner, principal, associate, etc.), transportation, paralegal, administrative, overhead, incidentals, etc. and all other items that may be considered billable in the scope of work. The firm shall denote billable fractions of time, including minimum increments, if applicable. Specific hourly billing rates should be noted, if different, based on consultation and attendance at Board meetings (which may occur during the evenings/weekends), court attendance, administrative hearing attendance, etc.

Affidavit of Non-collusion: As part of the response to the RFP, each firm and/or individual submitting a proposal shall include a signed and dated declaration under the penalty of perjury attesting that this proposal is made without collusion with any other person, firm or corporation and that the only person or parties interested as principals are named therein. Further, each firm shall attest that it has not offered any gratuities, favors, or anything of monetary value to any official, employee or agent of the District for the purpose of influencing consideration of this proposal.

End of Section
IV. Evaluation Criteria and Selection Process

A Selection Team will review, evaluate, and score the proposals. The scoring system will be based on a scale of 1 to 5 with 5 being the most favorable score. The Evaluation Team shall evaluate the proposals based upon the following weighted criteria:

<table>
<thead>
<tr>
<th>Criteria</th>
<th>Weight</th>
</tr>
</thead>
<tbody>
<tr>
<td>Firm and Staff Qualifications &amp; Experience</td>
<td>30%</td>
</tr>
<tr>
<td>Company/Staff Availability</td>
<td>30%</td>
</tr>
<tr>
<td>Understanding of Scope of Work to be Performed</td>
<td>30%</td>
</tr>
<tr>
<td>Proposal Quality</td>
<td>10%</td>
</tr>
</tbody>
</table>

The Selection Team may select the proposal that clearly exceeds the others in all mandatory specifications of the RFP or they may select finalist proposals that meet specifications and whose score on evaluation factors is sufficiently high to merit further consideration by the Selection Team.

The Selection Team may conduct interviews with the most qualified and responsive firms. The Firms asked to participate in the interview process may be required to submit other information or clarification on submitted proposals.

If interviewed, each firm will be expected to respond to a series of questions posed by the Selection Team.

The Selection Team may also ask for further clarification of the submitted Fee Schedule prior to completing the selection rankings.

The final firm selection will be made by the Board of Directors.

Mesa Water® reserves the right to reject any and all proposals for any reason. Mesa Water® may decide not to proceed, for any reason, with the selection process of General Legal Counsel Services if Mesa Water® deems it is in the best interest of the organization not to do so. Mesa Water® shall not be responsible to any of the firms for the cost to prepare its proposal in response to this RFP.

End of Section
Appendix A: Professional Services Contract
See Attached
Appendix B: Professional Services Agreement Acceptance Forms
Appendix B: Professional Services Agreement Acceptance Form

Firm Name: ________________________________

Address: __________________________________

City ____________________ State _______ Zip Code ____________

Telephone: _________________________ Fax: ___________________

I have reviewed the RFP and Professional Services Agreement in their entirety. Our firm will execute the Professional Services Agreement with no exceptions.

Printed name of Authorized Representative: ________________________________

Signature of Authorized Representative: ________________________________

Date: ________________________________

Mesa Water District
Appendix C Scope of Work

Services to be Provided Regularly

1. Advise on matters of law including, but not limited to, the Brown Act, Government Code, Public Utility/Water Code, conflict of interest issues, the Political Reform Act, and parliamentary procedures.

2. Seek advice from regulatory agencies such as the Fair Political Practices Commission (FPPC) as requested.

3. Attend all regular, adjourned and special Board meetings unless excused by the President of the Board or General Manager. Regular Board Meetings are held at 6:00 p.m. on the second Thursday of each month.

4. Attend other meetings and events as requested.

5. Provide regular updates on items of specific legal concern of the District as well as on current general topics of interest, including but not limited to federal and state water and environmental policy developments, DWR, SWP, MWD, Bay-Delta, Conservation Plan/California Water Fix, Colorado River Basin, MWDOC, OCWD Producer's Group, Indirect and Direct Potable Recharge (IPR/DPR), Brackish and Ocean Desalination, as well as regulatory issues involving the SWRCB, RWQCB, Orange County LAFCO, and other topics which might be of interest or importance to the District Board and staff.

6. Advise on matters of commencement or defense of litigation to protect Mesa Water's interests, and litigation of such issues as directed.

7. Prepare and/or review ordinances, resolutions, board packets as well as contracts, joint powers agreements, memoranda of understanding and other agreements and contracts entered into by Mesa Water.

8. Provide written updates on new State and Federal regulations legislation and judicial decisions or other activities impacting or having the potential to impact Mesa Water and suggest actions to affect the outcome of those activities or once implemented, changes needed in District policies, procedures and operations to ensure compliance.

9. Research and interpret laws, court decisions and other authorities in order to prepare legal opinions to advise the Board and staff on legal matters pertaining to District interests.

10. Promptly return all calls and emails from the Board of Directors and Mesa Water staff.
Services to be provided on an As Needed Basis at the General Manager's Request

1. Provide legal assistance and consultation on matters of environmental compliance, including California Environmental Quality Act (CEQA), National Environmental Policy Act (NEPA), the California Porter Cologne Act and both Federal and State Endangered Species Acts as they pertain to actions being contemplated by the District.

2. Provide legal assistance and consultation on matters of property acquisition, eminent domain, property rights and property management, trespass, encroachment, lessee obligations, easements, and access.

3. Review contracts, bid specifications, and purchasing documents for the purposes of legal and policy compliance, appropriate risk avoidance and transfer, and manufacturer’s defect protection.

4. Research and submit written legal opinions on special district or other legal matters concerning District business.

5. Enforce District ordinances and regulations through administrative and judicial actions.

6. Provide consultation and prepare required legal notices.

7. Provide assistance in processing Tort Liability claims by third parties against the District.

8. Provide legal assistance in pursuing civil procedures related to customer bankruptcy, foreclosures, property liens, tax liens and collections as well as criminal and civil procedures regarding utility theft.

9. Provide assistance regarding IT access, privacy and use policy development and implementation.

10. Provide assistance in developing cell site lease agreements with communications providers and assistance in responding to FCC rule making.

11. Provide advice on regulatory and legal issues associated with local water supply development, including water rights, regulations governing groundwater production, recycled water, desalination, well permitting, and water efficiency mandates.

12. Provide advice on ratemaking and defense of District rates and charges, to include advising the Board on Proposition 218, Proposition 26 and other related laws.
13. Provide advice on public contracting, prevailing wage laws and other laws governing public agency procurement.

14. Perform other legal services and tasks, as requested.

End of Section
<table>
<thead>
<tr>
<th>Name of Firm:</th>
<th>Aleshire &amp; Wynder, LLP</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Main Office/Orange County</strong></td>
<td>18881 Von Karman Ave., Suite 1700&lt;br&gt;Irvine, CA 92612</td>
</tr>
<tr>
<td><strong>Los Angeles</strong></td>
<td>2361 Rosecrans Ave., Suite 475&lt;br&gt;El Segundo, CA 90245</td>
</tr>
<tr>
<td><strong>Inland Empire</strong></td>
<td>3880 Lemon Street, Suite 520&lt;br&gt;Riverside, CA 92501</td>
</tr>
<tr>
<td><strong>Central Valley</strong></td>
<td>2125 Kern Street, Suite 307&lt;br&gt;Fresno, CA 93721</td>
</tr>
<tr>
<td><strong>Telephone Number(s):</strong></td>
<td>(949) 223-1170</td>
</tr>
<tr>
<td><strong>E-mail Address:</strong></td>
<td><a href="mailto:tisrael@awattorneys.com">tisrael@awattorneys.com</a></td>
</tr>
<tr>
<td><strong>Website Address:</strong></td>
<td>awattorneys.com</td>
</tr>
<tr>
<td><strong>Federal Tax ID Number:</strong></td>
<td>55-0814676</td>
</tr>
<tr>
<td><strong>Organizational Type (Sole Proprietorship; Partnership; Corporation; or Other (Explain):</strong></td>
<td>Limited Liability Partnership</td>
</tr>
<tr>
<td><strong>Number of Years in Business:</strong></td>
<td>13 Years, 6 months</td>
</tr>
<tr>
<td><strong>Name, title, telephone number and, if different, address of person(s) authorized to represent firm:</strong></td>
<td>Tiffany J. Israel, Equity Partner&lt;br&gt;18881 Von Karman Ave., #1700&lt;br&gt;Irvine, CA 92612</td>
</tr>
<tr>
<td><strong>Name, title, telephone number and, if different, address of person(s) authorized to sign contracts for the business entity:</strong></td>
<td>Same as above</td>
</tr>
<tr>
<td><strong>Certificate of Insurance showing a minimum of $1 M in Professional Liability Insurance (not included in page count).</strong></td>
<td>See Attached</td>
</tr>
</tbody>
</table>
CERTIFICATE OF LIABILITY INSURANCE

This certificate is issued as a matter of information only and contains no rights upon the certificate holder. This certificate does not constitute a contract between the issuing insurer(s), authorized representative or producer and the certificate holder.

IMPORTANT: If the certificate holder is an additional insured, the policies must be endorsed. If subrogation is waived, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER
Acero Insurance Workgroup
3559 Granite Ridge Dr., #200
San Diego, CA 92123
Kelley L. Mills, CRC CRM KFLU

INSURED
Alekskber & Wynder, LLP
18851 Von Karman Ave., 17th Flr
Irvine, CA 92612

COVERAGES

This is to certify that the policies of insurance listed below have been issued to the insured named above for the policy period indicated. Notwithstanding any requirement, term or condition of any contract or other document with respect to which this certificate may be issued or may pertain, the insurance afforded by the policies described herein is subject to all the terms, exclusions and conditions of such policies. Limits shown may have been reduced by paid claims.

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<th>CODE</th>
<th>TYPE OF INSURANCE</th>
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<th>POLICY EXPIRATION</th>
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<tr>
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<td>COMMERCIAL GENERAL LIABILITY</td>
<td>3599-33-79</td>
<td>EACH OCCURRENCE: 100,000</td>
<td>01/31/2018 - 01/31/2018</td>
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<td>CLAIMS MADE X OCCUR</td>
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<tr>
<td></td>
<td>GENERAL aggregate: 2,000,000</td>
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<td></td>
<td>GROUP'S LIABILITY: 1,000,000</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>WORKERS' COMPENSATION</td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>TOTAL LIABILITY: 3,000,000</td>
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<td></td>
<td></td>
<td>EACH OCCURRENCE: 1,000,000</td>
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<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>AGGREGATE: 3,000,000</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 914, Additional Remarks Schedule, may be attached if more space is required)

CERTIFICATE HOLDER

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

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SECTION 1. FIRM QUALIFICATIONS AND EXPERIENCE

A. Introduction To The Firm

A&W originated as an Irvine-based partnership formed in early 2003 to be a full-service public agency law firm. We have experienced great success, growing from 10 attorneys to over 40, growing from one office in Irvine, to a second in Los Angeles followed by Riverside and then Fresno. The tripling of our client base from six cities in 2003 to 19 cities, special counsel to 16 cities and general or special counsel to 12 special districts including water districts, in 2016 makes us one of the fastest growing public law firms in the State. We now have more public lawyers than all but two or three municipal law firms and a legal capability exceeding all but the largest cities in the State. In addition, our practice is 97% public law such that we don’t have the conflicts of the large multi-practice firms.

We have established this Firm to do what we believe is not being done in any of our prior firms: to have a collegial group of quality lawyers totally committed to serving public agencies in cost-effective and long-term relationships.

We hope that Mesa Water thoroughly investigates our current client relationships to see that we are meeting the goals we have established for this Firm and, if what we say proves to be accurate, we hope that Mesa Water will ask us to join your team - to help Mesa Water continue to define its vision and realize its great opportunities.

B. Strength and Stability of the Firm

A number of our attorneys have over 20 or even 40 years of public service, and collectively our attorneys have worked for a majority of the major municipal law firms in Southern California. Individually and collectively, we love public service. We enjoy the complexity and variety of issues. We also enjoy the dynamic of the political process and working with elected officials and professional staff who are similarly motivated to serve the public. Above all, we have a deep appreciation for democratic values and processes at the local level.

At A&W we have established a clear set of goals. We carefully seek out and hire high quality attorneys who enjoy what we do. And with a great appreciation that our clients are stewards of public tax dollars, we pay careful attention to the economics of our practice so that we can provide excellent services at a reasonable cost.

C. Overview of the Firm’s Capabilities

Aleshire & Wynder serves as City Attorney for 19 cities, special counsel to 16 cities and general or special counsel to 12 special districts including water districts throughout California such that our attorneys have extensive experience in all general municipal law matters affecting local public agencies – water districts, special districts, and cities.

The Firm’s public law practice includes all of the principal areas of municipal law: contracts, planning and land use, Proposition 218 rate setting, law enforcement, labor and personnel, utility issues, recycled water, water rights, LAFCO, public works and construction law including bidding, property acquisitions including condemnation, environmental review and compliance, hazardous
waste, solid waste, franchises, elections, public records, public meetings, conflicts of interest, parliamentary procedures, tort claims and insurance defense, special districts, annexations, ground water sustainability, constitutional law including civil rights, public finance, and related areas of law.

**D. Similar Engagements (References)**

| District Counsel: Our office serves as District Counsel and provides advice to the District Board and staff on legal issues concerning the District, including water rights, water rates, personnel, contracting, and finance. We also serve as general counsel to the Palmdale Recycled Water Authority, a joint powers authority. | Dennis LaMoreaux, General Manager  
Palmdale Water District  
2029 East Avenue Q  
Palmdale, CA 93550  
Phone: 661.947.4111 |
|---|---|
| General Counsel: We serve as District Counsel and provide advice on a variety of issues including Prop. 218 rate increases, emergency drought conservation regulations, wastewater treatment and similar issues as well as general counsel services. The CSD is responsible for water, sewer, trash, sidewalks, lighting, and parks. | Carlos Arias, District Manager  
Del Rey Community Services District  
P.O. Box 186, Del Rey, CA 93616  
Phone: 559.888.2272. |
| General Counsel: FNA was recently formed and is composed of four water districts operating under a JPA: Friant Irrigation District (FID), Madera Irrigation District (MID), Chowchilla Water District, and Gravely-Ford Water District. Our office has provided advice on a variety of matters including the Cal WaterFix proceedings, water issues involving the Exchange Contractors Water Authority, and general counsel services. | David Orth, Executive Officer  
Friant North Authority  
2907 N. Maple  
Fresno, CA 93725  
Phone: 559.289.2181. |
| General Counsel: We provide advice on a variety of issues including Prop. 218 rate increases, water connection and other charges, water purchase agreements, emergency drought conservation regulations, right to serve issues, personnel matters and other general counsel services. The HGCWD serves a relatively small area within unincorporated Riverside County and purchases most of its water from the City of Corona. | Mr. David Vigil, General Manager  
Home Gardens County Water District  
3832 N. Grant St.  
Corona, CA 92879-1845  
909.737.4741  
email: hgcwd@yahoo.com |
| General Counsel: SLRMWD’s mission is to maintain, support and protect the water rights and water storage rights of landowners within the district and to plan for a reliable water supply to meet future demands. We provide advice on issues which impact water, land and the environment, and activities which can potentially affect the quality or quantity of the water available to the water users in the district. | Victor S. Pankey, President  
San Luis Rey Municipal Water District  
5328 Highway 76  
Fallbrook, CA 92028 |
E. Why You Should Hire Us

The following summarizes the major reasons for selecting A&W:

1. **Outstanding Attorneys and Expertise.** With the growing complexity of public law, we felt it critical in creating this firm to find experts in all the fields necessary for public agencies. Our growth and ability to take on public clients both large and small, in geographically diverse areas, and handle the full gamut of their legal problems, demonstrates that we have achieved this. The Firm’s attorneys have enjoyed long-term relationships with our clients, some dating back to the 1970s.

2. **Costs.** The Great Recession has been hard on all public agencies and costs have become a huge challenge for everyone. We left the biggest law firm in Orange County because the cost structure there did not allow us to bid competitive rates for many public clients. The fact that in 12 years we have gained more than 18 new public clients we believe shows that our rate structures are extremely competitive.

3. **Quality Legal Services.** We bring top tier lawyers who go toe to toe with the state’s largest firms. As an example, on behalf of Phelan Pinon Hills Community Services District, we are involved in the in the Antelope Valley Groundwater Cases. Our opposing counsel includes such well known water lawyers as Janet Goldsmith, Kronick, Moskovitz, Tiedemann & Girard; Christopher Sanders, Ellison, Schneider & Harris; William Brunick, Brunick, McElhaney & Kennedy; Jeffrey Dunn, Best, Best & Krieger; Wayne Lemieux, Lemieux & O’Neill; Joseph Aklufi, Aklufi and Wysocki; James Markman, Richards, Watson & Gershon; Edward J. Casey, Alston & Bird, LLP.

F. Clients and Conflicts of Interest

1. **Clients**

A&W represents a broad array of public entities, including 19 cities as City Attorney (Cypress being our only Orange County city client), 16 cities as special counsel, and 12 municipal agencies as general and or special counsel including seven water agencies.

<table>
<thead>
<tr>
<th>City Attorney Clients</th>
<th>19</th>
</tr>
</thead>
<tbody>
<tr>
<td>Special Counsel City Clients</td>
<td>16</td>
</tr>
<tr>
<td>General &amp; Special Other Counsel</td>
<td>12</td>
</tr>
</tbody>
</table>

Water Clients:
- Del Rey Community Services District
- Friant North Authority( a JPA for four water districts)
- Home Gardens County Water District
- Madera Irrigation District
- Marina Water District
- Municipal Water District of Orange County
- Palmdale Water District
- Phelan Piñon Hills Community Services District
- San Luis Rey Municipal Water District
The only A&W client with real property ownership, residence or principal place of business within the District's boundaries within the last three years is the City of Newport Beach. The Firm provides special counsel services, mostly defense litigation and labor and employment services, to Newport Beach.

2. Conflicts of Interest

We are not aware of any foreseeable or potential conflicts of interest which would result from our representation of Mesa Water District. To ensure no conflicts arise, we will not represent clients in matters either in litigation or non-litigation against Mesa Water. In fact, we do not represent private clients in litigation against public agencies. However, we may have past and present clients or may have future clients, which, from time to time, may have interests adverse to the District and we reserve the right to represent such clients in matters not connected with our representation of the District.

G. Complaint/Discipline/Malpractice

No attorney of the firm has ever been sued by cities or other clients for malpractice or been the subject of a complaint filed with the State Bar or had discipline imposed by the State Bar.

H. Value-Added Qualifications and Services

We have an extremely experienced paralegal who has worked for 23 years on water-related matters – Marie Young. Marie provides great assistance on many water-related matters at a lower cost. We also provide trainings, such as AB 1234 and sexual harassment prevention without extensive preparation costs because we have prepared presentations that we provide to our clients regularly. We also issue complimentary client update memorandums when new court decisions or legislation is noteworthy to make sure that our clients are aware of the possible changed conditions and options to respond to same. We also attend strategic planning/goal setting meetings at no cost to our clients.
SECTION 2. EXPERIENCE AND AVAILABILITY

Through our representation of cities, water districts and special districts in a wide range of water law issues, our lawyers have acquired the specific expertise necessary for creative and effective solutions to water resource management. We understand our clients’ roles in managing scarce water resources in California, especially as demand for this limited natural resource increases. Our lawyers stay ahead of the curve as ongoing and new challenges continually evolve, by monitoring quickly changing regulations and laws, as well as through their role in major litigation throughout the State.

We regularly provide timely and up-to-date advice, negotiate supply and transfer agreements, and advocate in complex litigation and before administrative forums to ensure protection of our clients’ needs and interests. Such representation requires a thorough understanding of the various applicable State, Federal, and administrative law governing all aspects of water use.

Expertise

- Groundwater adjudications (both pre and post Judgment proceedings)
- Groundwater contamination issues
- Groundwater management including the Sustainable Groundwater Management Act
- Water rates (including Proposition 218 and 26)
- Water rights acquisition, water leases and transfers
- Project development (including treatment and reclaimed water plants and water availability plans)
- Project finance
- Regulatory compliance (including drought related regulations)
- Urban Water Management Plans
- California Environmental Quality Act (CEQA)
- Eminent domain (related to water projects)
- Water quality and NPDES
- Desalinization Water Regulations

Expertise In Action

Our water practice group attorneys serve as general counsel or special counsel to water districts, special districts, and private interests in litigation, administrative processes, and project development in matters involved with water rights and supply, water quality, and water and sewer rates. As city attorneys for various entities throughout California, we also advise and advocate for cities in the operation of municipal water systems, development and use of recycled water projects and wastewater treatment plants, acquisition of water rights and defending water rights, and other special projects unique to proper management of water resources. Our clients benefit from the Firm’s diverse practice areas, including Ethics & Open Government, Public Agency and Municipal Organization matters, Environment & Natural Resources, Labor & Employment, Public Finance, Contracts, Bidding, and Public Works, Land Use & Zoning, Property Acquisition & Takings, Legislative Analysis, and Energy and Utilities.
We represented Cerritos, Signal Hill and Downey in litigation involving Water Replenishment District (WRD) concerning a water storage proposal for the Central and West Basins. There is extra storage capacity in these basins and WRD, with some of the major pumpers, is proposing to utilize this extra storage capacity in a program managed by WRD. We were successful in negotiating a settlement in this matter that included an amended judgment with a new watermaster panel that includes representatives elected from the pumpers.

A. Introduction to the Team

Although the Firm contemplates that all attorneys in the Firm may, at one time or another, work on District matters, the following attorneys are expected to be the principal attorneys involved in the District’s representation:

<table>
<thead>
<tr>
<th>Attorney Name</th>
<th>Areas of Practice</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tiffany Israel, Primary General Counsel</td>
<td>Brown Act; contracts and public works including bidding &amp; construction; ethics; public agency and municipal organization matters; eminent domain; water rates; franchises; environmental review and compliance.</td>
</tr>
<tr>
<td>Christine Carson, Assistant General Counsel</td>
<td>Recycled water; and ground water including the Groundwater Sustainability Management Act, and groundwater adjudications; water rates including Prop 218 and Prop 26</td>
</tr>
<tr>
<td>Michael McPherson</td>
<td>Ownership, protection, and enforcement of water rights; participation in a Technical Advisory Committee; Watermaster proceedings</td>
</tr>
<tr>
<td>Joseph Pannone</td>
<td>Desalination water regulations and permitting; water rates</td>
</tr>
<tr>
<td>Stephen Onstot</td>
<td>General litigation and water litigation including groundwater adjudications both post-judgment proceedings and proceedings to enforce judgments, including standby water leases; water extraction rights and groundwater recharge obligations</td>
</tr>
<tr>
<td>June Ailin</td>
<td>Eminent domain; general litigation; and groundwater adjudications both at the Superior Court and Appellate Court levels</td>
</tr>
<tr>
<td>Eric Dunn</td>
<td>Acquisition of water rights from private parties in adjudicated basins; assist with applications to appropriate water; proceedings with the State Water Resources Control Board; operation and construction of water facilities; water rates and Proposition 218; acquisition of private water systems; and matters before the PUC</td>
</tr>
<tr>
<td>Colin Tanner</td>
<td>Personnel/Labor &amp; Employment</td>
</tr>
<tr>
<td>Anita Luck</td>
<td>Public Finance; bond counsel; Prop 218 and Prop 26</td>
</tr>
<tr>
<td>Marie Young</td>
<td>Water Paralegal; water rights, groundwater and surface water proceedings with the State Water Resources Control Board; recycled water, groundwater and surface water; including adjudications, and Groundwater Sustainability Management Act.</td>
</tr>
</tbody>
</table>

We believe in a team approach. While the General Counsel is fully involved in all matters an assistant is also assigned to be considerably involved to ensure that the client can always locate an attorney with some knowledge of the client’s affairs for a definitive opinion. The resumes for attorneys listed above and a chart of the qualifications and specialties of all of the attorneys in the Firm are shown in Appendix A. As all of the attorneys at the Firm are properly licensed to practice law in California and none of the attorneys has ever had a malpractice claim or been subject to a State Bar complaint, we can truly function as a team. We hope you share our belief that our team approach and wide range of specialists will assure the District that A&W can provide the full array of legal services needed by the District.

All of our attorneys regularly attend conferences and seminars to stay current in the field of municipal law and in their own specialty area(s). These conferences include ACWA, CSDA the annual League of California Cities conference, the Spring City Attorney’s conference, CalPELRA, CEQA conferences, SCAN NATOA and the like. In addition, we track the League of California Cities City Attorney “listserv,” subscribe to numerous legal publications, and stay abreast of new cases and legislation which may affect public agencies.

B. Work Load

Tiffany has meetings and is in her cities in the afternoon and evenings on the first and third Mondays and the second and fourth Tuesdays. Tiffany also attends department head meetings in Lawndale via telephone on Tuesday mornings. Otherwise, she works in the Irvine office and is available for meetings as needed by Mesa Water. Christine Carson and all other members of the team are available to provide timely services to the District as needed.

C. Tiffany Israel

Tiffany Israel is a founding member of the firm who currently serves as the City Attorney of the Cities of Lawndale and Fillmore. Fillmore provides water and wastewater services to its residents. Lawndale is a completely built out predominantly residential city in the South Bay of Los Angeles and Fillmore is part of the agricultural community of Ventura County that is developing at a more rapid pace as its neighbor Santa Clarita reaches its capacity. Tiffany is the Firm’s public contracts and construction specialist.

With respect to Fillmore’s water and wastewater, Tiffany provides advice on the operation and construction of water facilities, including water rates and Proposition 218, groundwater sustainability, drought conservation, the evaluation of technologies to enhance water recycling plants, NPDES and recycled water issues. As a long-time resident of Orange County, Tiffany works in the Firm’s Irvine office and is excited to put her Orange County knowledge and contacts to use for the District.
D. Christine Carson

Christine Carson currently represents the Cities of Carson, Rancho Palos Verdes and Signal Hill in the City of Gardena v. Regional Water Quality Control Board, a case challenging the Regional Board’s MS4 permits to the extent they did not adequately take into consideration technical and economic feasibility of compliance with certain permit requirements. She also provides advice on water and wastewater issues for most of the Firm’s clients.

Christine consults with the California Contracts Cities Association Stormwater Funding Steering Committee, on sources of funding for stormwater permit compliance. This work includes monitoring the legal, technical and regulatory hurdles of stormwater capture and reuse, and tracking legislation, including California Senate Bill 1298 and the implementation of California Assembly Bill 2403, as well as U.S. Senate Bill 2848.

Christine has experience with, and knowledge of and interactions with the Association of California Water Agencies (ACWA), California Department of Water Resources (DWR), State Water Project (SWP), Metropolitan Water District of Southern California (MWD), Municipal Water District of Orange County (MWDOC), and the State Water Resources Control Board (SWRCB). Examples of her experience includes complex litigation, Brown Act, Public Records Act, ethics, environmental law, employment law, contract law, construction law, special districts, legislative and regulatory advocacy. She is knowledgeable of the operations and procedure of Local Agency Formation Commissions (LAFCO) and the regulation of groundwater (and associated pumping charges) and has experience with the roles and functions of Orange County Water District (OCWD), Santa Ana Regional Water Quality Control Board (RWQCB) and the SWRCB Drinking Water Division.

E. Michael McPherson

Michael “Mike” McPherson limits his practice to water law, including the technical and legal aspects of the ownership, protection, and enforcement of water rights. Mike’s early experience in the mining field provides him with an understanding of both the historical and hydrological connection between mining and water law, particularly the mining features upon which many early California water rights were founded. In addition to his work as water rights consultant to Camp Pendleton, which covers a wide range of issues including protection of the oldest appropriative right on the River and participation in the Technical Advisory Committee, Mike has assisted in the Department of Justice’s protection of and process for settlement of several Indian reserved rights claims, including the Fort Independence, Soboba, and ongoing Ramona, Cahuilla, and Pechanga actions. Mike is currently assisting with the adjudication proceedings involving the Antelope Valley and with the litigation regarding the enforcement of the judgment in the Rialto-Colton Basin.

F. Eric Dunn

Eric L. Dunn is general counsel for San Luis Rey Municipal Water District, a district located in the agricultural portion of northern San Diego County. This district is faced with the diverse set of issues confronting public water entities, including Prop 218, Sustainable Groundwater Management Act, and proceedings involving the construction of a landfill directly over the San Luis Rey River. The district also has had to deal with more specific issues relating to the landowners
located within the district such things as the Endangered Species Act. Mr. Dunn also serves as
general counsel to the Hesperia Water District and the Perris Public Utility Authority, and in that
capacity provides advice on the acquisition of water rights in adjudicated basins and waters under the
jurisdiction of the State Water Resources Control Board and the operation and construction of water
facilities, including water rates and Proposition 218. He assisted the Perris Public Utility Authority
in the acquisition of a private water system and conversion from PUC jurisdiction to local control.

G. Joseph Pannone

Joseph Pannone has advised on the Proposition 218 process and Proposition 26 issues
regarding water, wastewater for the Cities of Morro Bay and Lompoc and other utility fee rates.
Both cities have water and wastewater divisions and had to update their fees to meet current costs,
which previous Council’s punted on.

H. June Ailin

June Ailin is lead counsel on behalf of Phelan Piñon Hills Community Services District in
the Antelope Valley Groundwater Adjudication, a decade old fight involving tens of thousands of
overlying landowners, agricultural interests, development interests and the water rights of various
cities and public water suppliers. The Court has found that the Basin to generally be in a state of
overdraft, and a stipulated judgment was entered in 2015. Phelan has appealed that judgment.

I. Anita Luck

Anita Luck is the public finance partner at the Firm. Anita represents special districts, water
districts and cities in all aspects of public finance including general and special elections, all forms
of bonds including general obligation, water and wastewater financings, formation of special
districts, advising on special taxes, assessments, property-related fee and rates, compliance with
Proposition 218, and Securities law issues relating to continuing disclosures. In 2015, she assisted
Madera Irrigation District in refinancing its contracts with the Federal Bureau of Reclamation and
revised the security structure to allow the District more flexibility for future financing, including
achieving over 20% present value savings. She is currently assisting the District in refinancing
property which was originally purchased in 2005 to operate a water bank and expects to achieve
significant savings due to the revised structure and the low interest rate environment. She is also
assisting the District in determining the amount of private use it is permitted on the property. Anita
is also currently representing the City of Morro Bay in its negotiations with the State Water
Resources Control Board on its revolving fund loan for a new wastewater project, the City of
Lompoc on refinancing its water and wastewater debt, and the City of Signal Hill on a water
refinancing. Anita is also currently engaged on water and/or wastewater financings for the cities of
Arvin, Fillmore, San Joaquin, Signal Hill and Madera Irrigation District. Since January of 2012,
Anita has led the Public Finance group in closing on over $420 Million in public security issuances,
in addition to hundreds of millions in city and redevelopment agency bond issues in the past ten
years. Anita has also successfully advised clients on unique issues relating to Public Finance
including IRS and SEC investigations and compliance, complex tax issues, and work-outs to avoid
default. Anita is a member of the National Association of Bond Counsel.
J. Stephen Onstot

Stephen Onstot is lead counsel for the City of Rialto in the case entitled *San Bernardino Valley Municipal Water District, et al. v. San Gabriel Valley Water Company d.b.a. Fontana Water Company, et al.* (San Bernardino County Superior Court Case No. CIVDS 1311085). Rialto along with co-plaintiffs San Bernardino Valley Municipal Water District, City of Colton, and West Valley Water District brought this action against Defendants San Gabriel Valley Water Company d.b.a. Fontana Water Company and Fontana Union Water Company for having extracted water from the Rialto-Colton Basin in excess of Defendants’ water rights under a 1961 Judgment and a Standby Water Lease with Rialto. Plaintiffs seek to curtail Defendants’ excessive water extractions, to reduce the amount of groundwater recharge required to replace the water extracted, and damages for past loss of water production. Plaintiffs have been successful in obtaining a preliminary injunction requiring Defendants to only pump their allotted water right under the 1961 Judgment and the Standby Water Lease.

K. Colin Tanner

Colin Tanner serves as the firm’s labor and employment practice group chair and would be the primary attorney assigned to the District for Labor & Employment/Personnel matters. Colin is experienced with state and federal labor and employment laws and provides labor and personnel advice to all of the cities we serve as City Attorney, as well as to our special district clients. Our labor practice includes preparation for and participation in labor relations planning, negotiation, and implementation, as well as handling grievances, PERB charges, and civil complaints. We enjoy a successful track record in the representation of our clients at all levels of local, state, and federal administrative and civil hearings, trials, and appeals. Colin has over 16 years of labor relations experience in cities as diverse as Arvin, Banning, Bell, Carson, Hemet, Irwindale, Lawndale, Lompoc, Lynwood, Morro Bay, Palm Springs, Pasadena, Perris, Rancho Palos Verdes, and Suisun City. Our Firm’s approach to labor negotiations is the same approach that we would take to any negotiation or transaction that we handle for our public sector clients. Negotiation is a communication process between individuals that is intended to reach a compromise or agreement to the satisfaction of both parties. It requires examining the facts of a situation, finding both the common and the opposing interests of the parties, and bargaining to resolve as many issues as possible. The best negotiations reflect advance preparation, knowledge of negotiating techniques, experience and integrity. Successful negotiators approach each negotiation with a cooperative rather than competitive attitude and intent to reach agreement rather than achieve victory.

L. Marie Young (paralegal)

Marie Young is a water paralegal who acts as Board Secretary to the San Luis Rey Municipal Water District, which includes drafting their agendas, staff reports, resolutions, and minutes. She also tracks regulatory proceedings before the San Diego Regional Water Quality Control Board, State Water Resources Control Board, and at the County of San Diego including proceedings involving the North County Multi-Species Habitat Control plan.
SECTION 3. UNDERSTANDING OF SCOPE OF WORK

A. Role of the General Counsel / Working Relationships

The General Counsel’s client is the District itself, but he or she is appointed by and works at the pleasure of the Board of Directors. In most districts the only other employee in this category is the General Manager. Each of these employees has an independent responsibility to the Board. The basic duty is to implement the policy directives of the Board as a whole and to keep the Board informed as to the things the Board would expect to know. All Board members must be treated with equal respect and responsiveness, notwithstanding their sometimes differing goals and objectives. The General Counsel should be well briefed on the goals and programs of the District. Communication from the General Counsel to the Board must always be clear, direct, succinct and honest.

Although the General Counsel is employed by the Board, in our experience, except in the case of extremely active Board members, there is generally little day-to-day contact with Board members outside of Board meetings. The implementation of Board policy takes place through the City Manager/General Counsel relationship. The General Counsel is a cooperative member of the management team and provides the necessary legal expertise to implement the goals and policies of the City, as approved and directed by the Board.

The General Counsel’s relationship with the District staff is one of support and assistance in our area of expertise - municipal law. The mechanics of how the support and assistance is provided to District staff depends upon the management decisions of the General Manager as access to the General Counsel by staff should be determined on the basis set by the General Manager. Our practice is to copy the General Manager on all formal correspondences. We pride ourselves on excellent communication between the General Counsel and General Manager, as it is essential for efficient functioning of District management.

Our practice is to provide legal opinions that are based solely on the merits of the issue presented without regard to the impact that such legal advice may have on any particular agenda. By giving independent advice, and staying outside the political fray, we have found that our integrity can become an important source of guidance in difficult situations. Wherever possible, our advice includes a discussion of a range of options available to the Board, together with our evaluation of the strengths and weaknesses of each of the options presented. Where a Board struggles for consensus and our legal analysis of the legal options will present a possible basis for consensus, we have so advised the Board; when invited, we like to find solutions which result in consensus building.

When directed by the client to work with boards and commissions of the District, again, we provide this service as a part of the management team. It is our goal to provide competent, clear advice to these bodies.

Our commitment to the District organization is demonstrated by our ability to function as a part of the District team. This is done by being responsive to staff deadlines, being creative and helpful, by anticipating difficulties and problems and being a “counselor,” by not being defensive and seeking to shift blame, by being honest and demonstrating integrity. Our commitment to community is shown by taking an interest in the community, by being a participant in events and
activities. We believe commitment, in all its varied forms, to be the most critical element of our success.

B. Litigation and Other Status Reports

We are happy to provide litigation and project updates to staff and the Board in any format requested. Reporting structures we use range from the informal, such an email to the appropriate staff and, if applicable, the Board upon our receipt of information, to a more formal process such as using a project log that is updated on a monthly basis. As many of our clients prefer the immediate receipt of information, emails have become the most common method for providing updates. With more complicated matters and to facilitate closed session discussions we often email written memos to staff and, if applicable, the Board of Directors.

C. Litigation Cost Approach

In most matters we are able to provide a cost estimate when our clients are considering litigation. However, in complex or highly unusual matters we are sometimes only able to give a potential range for an estimate. Throughout the course of any matter in which litigation has been initiated we regularly update the Staff and the Board on the cost to date of the matter and include a cost benefit analysis in our recommendations regarding proceeding versus settling the matter.

D. Outside Counsel

Aleshire and Wynder is a full service municipal law firm and with the capability to undertake any and all areas of practice for the District. For most of our clients, outside counsel is not be necessary at any time. However, should the District desire the use of outside counsel on particular matters, we will facilitate that request.

E. Role of Counsel in the Public and/or Media

Our role in the media is whatever role the Board and General Manager prefer. Some of our clients have public information officers and/or the General Manager and Board President respond to all media requests. Some of our other clients prefer that we respond to the media when contacted. We are comfortable with whichever approach the District prefers.

F. Timely Responses/Specific Response Times

Our practice is to respond to inquiries and requests for opinions within the times specified or needed by the Board or staff and dependent on the complexity and time-sensitivity of the matter. We practice an “always on duty” mentality in serving our clients. We are all used to working within the parameters of agenda deadlines and are accustomed to always being available to deal with emergencies. We work within the constraints necessary to meet the client’s needs without any fall-off in quality.

We are well-equipped with the latest voicemail and e-mail technology and have 24-hour access to e-mail and our computer system. Given the varied complexity of legal questions confronting the District and the relative importance of the particular issue, it is difficult to establish a standard time for formal written memoranda but our general standard is to respond within one to two
weeks for non-urgent matters, unless other deadlines are specified. We work as quickly and thoroughly as necessary to respond to the needs of the District within the time frames demanded. Often, staff or agenda deadlines will create the need to respond within hours, and we will do so. However, this may cause other assignments to be bumped. Flexibility is critical with the ultimate priority set by the General Manager.

The critical component of responsiveness is also balanced by the need for cost control which is exercised through the chain of command. The client must determine who the authorized persons are who can call upon our services. Generally, the structures are informal, but sometimes where problems have developed, they must be express.

Each client is treated as our first priority. Accordingly, to best serve Mesa Water, we have carefully selected the proposed team of attorneys presented herein. One of the practices we have found useful is to have a primary back-up attorney who focuses on the District and gains sufficient experience that they are able to promptly respond to issues without direct supervision by the General Counsel. We also encourage our experienced specialists to develop their own relationships with the appropriate staff members so that issues can be responded to directly and promptly. Of course, this requires coordination of information on our part so that advice is consistent, and although this can be challenging, our experience is that the benefits outweigh the difficulties.

In addition, because we have an aggregation of specialists with a high degree of expertise, it is often possible to obtain answers without the necessity for extensive research as attorneys who have practiced exclusively in a field such as personnel or environmental law for a number of years often address similar issues over and over again.

G. Review of Past Issues (Transition)

To ensure the most seamless transition possible, with respect to ongoing and pending matters, we would request that the former counsel prepare a list and, if applicable, a transition memo. We would then meet with staff to discuss the priority and urgency of all matters and whether there are some matters which the former firm should retain for economic reasons. Sometimes an initial judgment is made which will be modified as events develop. For example, in Fillmore the matters which were initially left with the former firm were eventually transferred to us as well. We do not typically review past issues. However, should the District request us to do so, we would provide the requested review.

H. Staffing

We currently have over 40 attorneys. We have four paralegals and typically have several law clerks on staff to actively assist with litigation, condemnation, and code enforcement matters to reduce costs. We have a team of experienced, hard-working, professional legal secretaries and support staff who are dedicated to serving the Firm’s clients. Although we expect our growth to continue, we do not foresee the need to add staff to meet the District’s needs. In sum, we have positioned the Firm to be able to grow on demand to meet the needs of our clients, in terms of physical office space, attorneys, secretaries, support staff, and technology.
I. **Computer Resources**

As both green and cost savings measures, many of our cities have stopped printing agendas for staff and now provide agendas electronically. Our attorneys working in these cities have portable laptop computers, iPads or other portable communication devices which allow them to access their agendas, notes and other documents during meetings.

Our Firm is equipped with a state-of-the-art computer network and an array of technology designed to make us more efficient and to make electronic interaction with our clients fast, flexible and economical. We use Microsoft Word for all documents and correspondence and our staff has expertise in all of the types of software used today in the practice of law. All of our attorneys and staff have individual e-mail addresses. We exchange mail and files electronically with our clients as a matter of daily routine.

In addition, we have a physical library and on-line research facilities available for client use with an extensive collection of codes from other jurisdictions. We also have ordinances, resolutions, and form documents available for virtually any situation the District may face.

J. **Systems/Methods to Provide Monthly Reporting of Projects, Requests and Litigation**

The Firm’s goal is to create long client relationships. This cannot happen if legal costs are excessive because with municipal budgets subject to public scrutiny, legal costs can often become a target. It is our job to keep these costs under control and to keep the District advised of the total cost of various matters. Our monthly bills for separate matters allows our clients to track the costs to date of particular matters including litigation matters.

As for substantive project updates, as described in Section 3(c) above, we can provide litigation project updates to the staff and Board in any form preferred by the Board and General Manager and at whatever frequency is requested.

K. **Track & Manage Legal Costs**

Our monthly bills provide a full reporting of all legal fees and costs broken down by billing account, attorney, time spent, and costs. With respect to managing the costs of a particular project, when an assignment is received, or as a case requires work by the Firm, the General Counsel will decide which attorney in the Firm could best handle a particular matter and assigns the matter to that attorney. We do not block bill, we specifically describe the entries undertaken and bill in six minute increments (0.1 hours).

To ensure responsiveness and maintain consistency in the handling of the District’s affairs, the General Counsel will review most incoming and outgoing memos, ordinances, pleadings, and correspondence. With respect to litigation, if requested, we will provide a litigation management plan which includes anticipated costs. We can then provide periodic updates on the status of the case with an analysis of how the case is progressing as compared to the litigation management plan. In addition, we would be happy to adapt to any other methodology for tracking and managing fees as requested by the District.
The primary way we manage legal fees is by providing sound advice and training that will allow the District to avoid unnecessary legal expense and, especially, litigation. In addition, our practices include:

1) standardizing contracts and procedures to reduce unnecessary legal review;
2) providing samples of documents from our extensive library for staff to revise for a particular purpose;
3) spreading the cost of research and drafting memoranda among multiple cities with the same issue;
4) sharing information among our city attorneys and clients to avoid duplication of research and effort;
5) being involved and familiar with District issues and projects to be able to advise staff and the Board when issues do not require legal review;
6) staying aware of and implementing opportunities for cost recovery from third parties; and
7) informing the District of new cases and legislation.
APPENDIX A - RESUMES

TIFFANY J. ISRAEL

Admissions
- State Bar of California, 1996
- U.S. District Courts, Central District of California
- U.S. Court of Appeals, 9th Circuit
- Supreme Court of the United States of America

Legal Expertise
- Contracts & Public Works
- Elections, Ethics & Brown Act
- Water/Wastewater/NPDES
- Environmental Law/Natural Resources
- Property Acquisition & Takings
- Public Agency and Municipal Organization Matters
- Economic Development
- Franchises
- Land Use & Zoning

Education
- JD, University of San Diego 1996
- BA, University of Southern California 1993 cum laude

Employment
- Partner, Aleshire & Wynder (2003 – present)
- Rinos, Shepard & Martin, LLP (1997 – 1999)
- Sildorf, Burdman, Duignan & Eisenbert (1997)
- Burke Williams & Sorensen, LLP (1993 – 2002)
- Bowie, Arneson, Wiles & Giannone (1993 – 2001)
- Sildorf, Burdman, Duignan & Eisenbert (1993)

Current Offices
- City Attorney
  - City of Lawndale (2007 – present)
  - City of Fillmore (2012 – present)

Special Counsel
- City of Bakersfield (2010 – present)
- City of Newport Beach (2007 – present)

Professional Associations
- Orange County City Attorneys Association
- California Bar Association – Public Law Section

Articles

Awards
- International Municipal Lawyers Association Amicus Service Award, April 2015
APPENDIX A - RESUMES

Christine M. Carson

Admissions
• State Bar of California, 1997
• State Bar of New Jersey, 2005
• State Bar of New York, 2010
• U.S. District Court, Central, Eastern & Southern Districts of California
• U.S. Court of Appeals, Ninth Circuit

Legal Expertise
• Water and Wastewater
• Litigation
• Ethics & Open Gov't
• Risk Management & Torts
• Environment & Natural Resources
• Contracts & Public Works
• Real Estate
• Labor & Employment

Education
• JD, Loyola Law School, cum laude, Order of the Coif; Deans List; Faculty Academic Honors Scholar; Law Review Articles Editor
• BA, Boston University, cum laude

Employment
• Senior Associate, Aleshire & Wynder, LLP (2016 - present)
• Associate, Lemieux & O'Neill, Westlake Village (2005 - 2016)
• Associate, Liebert Cassidy Whitmore, Los Angeles (2001 - 2005)
• Associate, Law Offices of Mary Kay Reynolds (1999 - 2001)
• Associate, Daniels, Baratta & Fine (1998 - 1999)
• Associate, Fine & Associates (1997 - 1998)

Professional Associations
• Labor Relations Academy Masters Certification, CalPELRA, 2014
• Association of California Water Agencies
• League of California Cities
Michael E. McPherson

Admissions
- State Bar of California, 1979
- S. District Court, Central and Eastern Districts of California
- U.S. Court of Appeals, Ninth District
- U.S. Supreme Court

Legal Expertise
- Construction & Mining
- Water Rights

Education
- JD, Western School of Law, Magna cum laude 1978
- BS, University of California Berkeley 1959 (Mining & Engineering)

Experience

Water: 1987 to Present
- Western Bases and Office of Water Resources, Marine Corps Base, Camp Pendleton in protection and enforcement of water rights, including rights to the waters of the Santa Margarita River in Case No. 1247, District Court for the Southern District of California, the scope of which includes the riparian, pre-1914 and statutory appropriative rights, Bureau of Reclamation contract rights, and federal reserved rights in United States v. Fallbrook Public Utility District, et al. Duties include advising Marine Corps negotiators and attorneys, dealing with the Court-appointed Watermaster, and serving on the Technical Advisory Committee, which applies its numerical groundwater model to Upper Basin issues.
- Department of Justice in the protection of and process for settlement of several Indian reserved rights claims, including the Fort Independence, Soboba, Ramona, Cahuilla, and Pechanga cases.
- Susan Trager, Esq. Worked on water rights valuation in a condemnation actions; water rights identification and protection on behalf of the City of Rialto respecting its rights in the Chino, Lytle Creek, Rialto-Colton, and Bunker Hill Basins; and water rights identification and analysis on behalf of the holder of several non-statutory appropriative rights dating from 1850.

Construction and Mining Law 1979-1987
- Counsel for soils and materials engineering firm; outside counsel for construction aggregates producer, for on-reservation sand mining company, and for gem-stone mining company.

Construction and Mining Engineering 1959-1979
- Combat Engineer Officer, USMC; construction engineer and estimator for highway construction projects; mine engineer for underground industrial minerals mine; project engineer for 12-miles of the San Diego Aqueduct; project engineer for sewer outfall construction; project engineer for grading and paving work; mine engineer for a construction aggregates quarry. Licensed general engineering contractor (A312296).
APPENDIX A - RESUMES

Eric L. Dunn

Admissions

- State Bar of California, 1995
- US Court of Appeals, 9th Circuit
- US District Court, Central, CA

Legal Expertise

- Contracts & Public Works
- Energy & Utilities
- Franchises
- Land Use & Zoning
- Water
- Economic Development
- Ethics & Open Government
- Housing
- Public Agency Organization

Education

- JD, Western State University College of Law, Fullerton Magna cum laude, 1995
- BS, Southern Illinois University, Carbondale, IL Magna cum laude, 1989

Employment

- Equity Partner, Aleshire & Wynder, LLP (2003 - present)
- Partner, Burke, Williams & Sorensen, LLP, Irvine (2000 - 2003)
- Associate, Rutan & Tucker, LLP, Costa Mesa (1996 - 2001)
- Law Clerk, City of Moreno Valley (1995 - 1996)

Offices

City Attorney
- City of Hesperia (2007 - present)
- City of Perris (2002 - present)

General Counsel
- Palmdale Water District (2015 - present)
- San Luis Rey Municipal Water District (2015 - present)

Assistant City Attorney
- City of Cypress (2001 - 2007)
- City of Perris (2000 - 2002)
- City of Signal Hill (1996 - 2002)
- City of Irwindale (1997 - 2000)
- City of San Jacinto (1998 - 2000)
- City of Twenty-Nine Palms (1997 - 2000)

Professional Associations

- Riverside County Bar Association
APPENDIX A - RESUMES

Joseph W. Pannone

Admissions
- State Bar of California, 1980
- U.S. Court of Appeals, Ninth Circuit, 1980
- U.S. District Court, Central District of California, 1980
- U.S. Supreme Court, 1994

Legal Expertise
- Brown Act
- Constitutional Law
- Elections
- Municipal Law
- Public Works & Solid Waste
- Conflicts & Ethics
- Contracts
- Land Use (CEQA) & Zoning
- Public Records Act
- Franchise & Utilities

Education
- JD, Loyola Law School, Los Angeles 1980
- Loyola Marymount University, Los Angeles 1975

Employment
- Equity Partner, Aleshire & Wynder, LLP (2007 - present)
- Partner, Kane, Ballmer & Berkman (1992 - 2007)
- Associate, Kane, Ballmer & Berkman (1989 - 1992)
- Culver City, City Attorney's Office (1980-1989)

Offices
City Attorney
- City of Lompoc (2009 - present)
- City of Morro Bay (2014 - present)
- City of Bellflower (2008 - 2015)
- City of Baldwin Park (2008 - 2013)
- City of Palos Verdes Estates (2008 - 2010)
- City of South Pasadena (1998 - 2003)
- City of Culver City (1986 - 1989)

Deputy/Assistant City Attorney
- Baldwin Park (2003 - 2007)
- Bellflower (2005 - 2007)
- Culver City (1980 - 1986)

Redevelopment/Successor Agency Counsel
- City of Baldwin Park (2003 - 2013)
- City of Bellflower (2005 - 2015)
- City of Lompoc (2009 - present)
- City of South Pasadena (1998 - 2003)
## Joseph W. Pannone

**Special Counsel**
- Culver City (1989 - present)
- Town of Mammoth Lakes (2007 - 2012)

**Professional Associations**
- Los Angeles County Bar Association
- League of California Cities, City Attorney Department
- City Attorney Association of Los Angeles County

**Presentations**
- *Personal and Professional Ethics Seminars* for the League of California Cities, Professional Coaches and Mentors Association, California Public Information Officers Association, Several Cities (1998 - present)
- *Who is the Client?* State Bar Continuing Education, Public Law Section (2005)
- AB 1234 programs for various communities
APPENDIX A - RESUMES

June S. Ailin

Admissions
- State Bar of California, 1983
- U.S. District Court, Central and Eastern Districts of California
- U.S. Court of Appeals, Ninth District
- U.S. Supreme Court

Legal Expertise
- Contracts & Public Works
- Land & Use & Zoning
- Property Acquisition & Takings
- Ethics & Open Government
- Municipal Litigation
- Water

Education
- JD, Western State University College of Law, 1995
  Fullerton Magna cum laude
- BS, Southern Illinois University, Carbondale, IL 1989
  Magna cum laude

Employment
- Equity Partner, Aleshi & Wynder, LLP (2007 - present)
- Kane, Ballmer, & Berkman, Los Angeles (1990-2006)

Offices
- Assistant City Attorney
  - City of Bellflower (2008 – 2015)
  - City of Lompoc (2009 – 2015)

Redevelopment/Successor Agency Counsel
- Palmdale Water District (2015 – present)
- San Luis Rey Municipal Water District (2015 – present)

Professional Associations
- Los Angeles County Bar Association

Published Appellate Opinions
APPENDIX A - RESUMES

Articles, Papers, Speaking Engagements

- "Before the Wrecking Ball," Los Angeles Lawyer, May 1995
- "Redevelopment and Eminent Domain," CLE International Eminent Domain Seminar, June 2005
- "Litigation Skills for Legal Professionals," Lorman Education Services, October 2011
- "New State Legislation in the Shadow of Redevelopment," Los Angeles County Bar Association Real Estate Section Program, February 2014
APPENDIX A - RESUMES

Colin J. Tanner

Admissions

- State Bar of California, 1990
- State Bar of Colorado, 1993
- U.S. District Court, Central & Southern Districts of California, 1993
- U.S. District Court, Northern District of California, 1994
- U.S. District Court, Eastern District of California, 1995

Legal Expertise

- Employment/Labor Law*
- Employee Relations
- Risk Management
- General Litigation
- Industrial Relations
- Government Tort Liability
- *Extensive related municipal law experience in personnel matters

Education

- JD, University of CA, Hastings 1990
- BA, University of CA, San Diego 1987

Employment

- Partner, Aleshire & Wynder, LLP (2003 - present)
- Partner, Burke, Williams & Sorensen, LLP, Irvine (2000 - 2003)
- Senior Counsel, Hart, King & Coldren, Santa Ana (1999 - 2000)
- Senior Counsel, Fainsbert, Mase & Snyder, LLP, Los Angeles (1993 - 1999)
- Associate, Haight, Brown & Bonesteel, LLP, Santa Monica (1990 - 1993)

Offices

Labor and Employment and/or General Counsel

- City of Arvin (13 - present)
- City of Banning (08 - 2016)
- City of Bell (11 - present)
- City of Carson (03 - present)
- City of Covina (04 - 11)
- City of Cypress (03 - present)
- City of Hesperia (07 - present)
- City of Fillmore (12 - present)
- Lawndale (03 - present)
- City of Lompoc (09 - present)
- City of Lynwood (08 - 14)
- City of Morro Bay (14 - present)
- City of Perris (02 - present)
- City of Rialto (14 - present)
- City of Signal Hill (03 - present)
- City of Suisun City (09 - present)
Colin J. Tanner

Special Counsel
- City of Adelanto (08 - present)
- City of Covina (04 - 11)
- City of Hawthorne (10 - 12)
- City of Newport Beach (09 - present)
- Civil Service Commission, City of Signal Hill (2003 - present)

Deputy City Attorney/Labor and Employment
- City of Palm Springs (02 - 05)

Awards
- AV® rating by Martindale-Hubbell

Professional Associations
- American Bar Association (1991 - present)
- Los Angeles County Bar Association (1990 - 1999)
- Orange County Bar Association (1999 - present)

Articles
- “Peace Officer Retirement Identification Issues and the Related Endorsement to Carry a Concealed Weapon”
- “U.S. Supreme Court Holds Mandatory Arbitration Provisions in Employment Contracts Are Valid and Enforceable”
- “Public Employee’s Failure to Promptly Seek Judicial Review Of Adverse Administrative Decision May Bar Lawsuit Under FEHA”
- “California Supreme Court Validates Binding Pre-Dispute Arbitration Agreements In Employment Discrimination Cases”

Presentations
- “Strategies for Effective Employee Recordkeeping in California”, Lorman Educational Services
- “Military Leave Rights, Employer Obligations and Related Issues”, National Human Resources Association - Orange County Chapter

Other
- Lake Forest Little League Board of Directors (2002-2012)
APPENDIX A - RESUMES

Anita Luck

Admissions
- State of California, 1998
- U.S. District Court, Central District of California

Legal Expertise
- Municipal Finance*
- Elections
- Housing
- Public Agency Organization
- Proposition 218
- Contracts & Public Works
- Economic Development
- Ethics & Open Government
- Land Use / Zoning

Education
- JD, Loyola Law School 1998
- BA, University of CA, Santa Barbara 1990

Employment
- Partner, Aleshire & Wynder, LLP (2008 - present)
- Associate, Kutak Rock, LLP, Pasadena (1999 - 2002)
- Extern, United States District Court (1998)

Offices
- Assistant City Attorney
- City of Perris (2005 - 2014)

Professional Associations
- National Association of Bond Lawyers
- Committee on Special Taxes, Assessments and other Financing Facilities

Presentations
- Proposition 218 Rate Conference (January 2015)
- California Special Districts’ Association Conference -Navigating IRS and State Controller and SEC Audits/Investigations (September 2015)
Marie Young, Water Paralegal

Legal Expertise
- Water
- Environment & Natural Resources
- Litigation

Education
- Associate Degree of Science, Manchester Connecticut 1973

Employment
- Water Paralegal, Aleshire & Wynder, LLP 2011 - present

Marie Young has 23 years of experience in water rights due diligence and historical research to trace water rights back to patent. Marie’s experience includes water rights of public agencies including cities, mutual water companies; private entities such as water companies, golf courses and shareholders in mutual water companies, farms, and individuals. Marie has conducted research regarding water rights in the Antelope Valley, Central, San Gabriel, West Coast, and Raymond Basins, along with the Los Angeles River in Los Angeles County, the Feather River Watershed in Plumas County, the Beaumont Basin in Riverside County, the Chino, Lytle Creek, Mojave, Rialto-Colton, and Bunker Hill Basins in San Bernardino County, the Bonsall, Pala, and Santa Margarita in San Diego County; and is familiar with water rights held along the Santa Ana River Watershed that spans Orange, Riverside, and San Bernardino Counties. She is familiar with mining water rights, ditch rights, pueblo water rights, pre-1914 rights, and stream system adjudications.

Marie has assisted with regulatory requirements of clients by tracking regulatory changes throughout the water industry; she has helps clients identify various permits which they either hold or are required to hold, interpreting permit requirements, creating a protocol for tracking permit deadlines for renewal and reporting purposes. Marie also assisted a small water district in its fight against the siting of a landfill over a groundwater basin in San Diego County. Marie is familiar with administrative proceedings before the Los Angeles, San Diego and Santa Ana Regional Water Quality Control Boards as well as before the State Water Resources Control Board. She has prepared water diversion and use statements, groundwater extraction forms, and cessation of groundwater extraction forms for filing with State Water Resources Control Board and with the Watermaster for the Santa Ana River & Whitewater River Watersheds. Marie has also assisted with filing Applications to Appropriate, as well as Protests with the State Water Resources Control Board.

Marie acts as Board Secretary to a small municipal water district in San Diego County, which includes drafting their agendas, staff reports, resolutions, and minutes.

Marie has also assisted in identifying and negotiating pricing with entities willing to either lease or sell water rights in the West Coast Basin, assisted in investigating water transfers and due diligence regarding ownership of the water to be transferred; and has assisted with water rights valuations both in condemnation actions and private agreements.

Marie assists with both general litigation and water litigation including groundwater adjudications including both pre and post-judgment proceeding including proceedings to enforce judgments.
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<td></td>
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<td>Fontana (’92-97)</td>
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<td>Colton (’93-97), Hemet (’98-06), Laguna Woods (’98-06), Goleta (’02-08), Banning (’04-08)</td>
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<td>Christina Burrows</td>
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<tr>
<td>Christine Carson</td>
<td>JD 1996 Loyola Law School, <em>cum laude</em>, Order of the Coif</td>
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<td>Shannon Chaffin</td>
<td>JD 2000 Brigham Young Univ Law School, <em>cum laude</em></td>
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## APPENDIX A-1 - ATTORNEY EXPERIENCE/QUALIFICATIONS CHART

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<tr>
<td>Kabir Chopra</td>
<td>JD 2012 Loyola Law School, MPH 2009 UCLA, Environmental Health Science</td>
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<td>Fred Galante</td>
<td>JD 1995 Loyola Law School, <em>St Thomas Moore Law Honor Society</em> BA 1992 Cal State University, Northridge, <em>Dean's List</em></td>
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<td>Irwindale ('03-) Rialto ('14-) Lynwood ('08-'14)</td>
<td>Carson ('03-10)</td>
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<td>Elena Gerli</td>
<td>JD 2003 University of CA, Los Angeles BA 1990 Brown University</td>
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<td>Carson ('15-)</td>
<td>Orange County Council of Gov'ts ('01-)</td>
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<td>Adrian Guerra</td>
<td>JD 2000 Boston College BS 1996 University of Southern California <em>magna cum laude</em></td>
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<td>Irwindale ('14-) La Canada-Flintridge ('01-) Cerritos ('01-14) San Dimas ('01-) Huntington Park ('01-03) Monterey Park ('01-09)</td>
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<td>Community Dev Comm LA County Housing Authority LA County ('01-'09)</td>
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<tr>
<td>Mily Huntley</td>
<td>JD 2012 University of CA, Davis BA 2008 UCLA</td>
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<td>Robert Khuu</td>
<td>JD 2009 University of Akron, School of Law</td>
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<td>Anne Lanphar</td>
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<td>Lona Laymon</td>
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<td>magna cum laude, summa cum laude, Phi Beta Kappa</td>
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<td>Pam Lee</td>
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<td>Lauren Lyman</td>
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<td>Tommi Saghatelian</td>
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<tr>
<td>Anthony Taylor</td>
<td>JD 2000 University of Southern California, Moot Court Honors</td>
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<td>BA 1997 University of Southern California, summa cum laude, Class Valedictorian, School of Public Administration</td>
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<td>Juliette Tran</td>
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<td>magna cum laude</td>
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<tr>
<td>Brian Wright-Bushman</td>
<td>JD 2014 University of Notre Dame Law School, magna cum laude</td>
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<tr>
<td>Nick Yeager</td>
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<td></td>
<td>BA 2011 University of CA, Santa Barbara</td>
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</tbody>
</table>
Firm Name: ALESHIRE & WYNDER, LLP

Address: 18881 Von Karman Ave., Suite 1700

City Irvine State CA Zip Code 92612

Telephone: (949) 223-1170 Fax: (949) 223-1180

I have reviewed the RFP and Professional Services Agreement in their entirety. Our firm will execute the Professional Services Agreement with no exceptions.

Printed name of Authorized Representative: TIFFANY J. ISRAEL

Signature of Authorized Representative: [Signature]

Date: 8/29/11
Proposal of Bowie, Arneson, Wiles & Giannone to Provide General Legal Counsel Services to Mesa Water District

Name of Firm: BOWIE, ARNESON, WILES & GIANNONE

Address: 4920 Campus Drive, Newport Beach, California 92660

Telephone Number: (949) 851-1300

Email Addresses:

<table>
<thead>
<tr>
<th>ATTORNEY</th>
<th>E-MAIL ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexander Bowie</td>
<td><a href="mailto:abowie@bawg.com">abowie@bawg.com</a></td>
</tr>
<tr>
<td>Joan C. Arneson</td>
<td><a href="mailto:jarneson@bawg.com">jarneson@bawg.com</a></td>
</tr>
<tr>
<td>Wendy H. Wiles</td>
<td><a href="mailto:wwiles@bawg.com">wwiles@bawg.com</a></td>
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<tr>
<td>Patricia B. Giannone</td>
<td><a href="mailto:pgiannone@bawg.com">pgiannone@bawg.com</a></td>
</tr>
<tr>
<td>Robert E. Anslow*</td>
<td><a href="mailto:ranslow@bawg.com">ranslow@bawg.com</a></td>
</tr>
<tr>
<td>Brian W. Smith</td>
<td><a href="mailto:bwsmith@bawg.com">bwsmith@bawg.com</a></td>
</tr>
<tr>
<td>Jeffrey A. Hoskinson</td>
<td><a href="mailto:jhoskinson@bawg.com">jhoskinson@bawg.com</a></td>
</tr>
<tr>
<td>Jeffrey W. Frey</td>
<td><a href="mailto:jfrey@bawg.com">jfrey@bawg.com</a></td>
</tr>
<tr>
<td>Tyler E. Mendez</td>
<td><a href="mailto:tmendez@bawg.com">tmendez@bawg.com</a></td>
</tr>
<tr>
<td>Margot E.H. Stevens</td>
<td><a href="mailto:mstevens@bawg.com">mstevens@bawg.com</a></td>
</tr>
<tr>
<td>Conor H. McElroy</td>
<td><a href="mailto:cmcelroy@bawg.com">cmcelroy@bawg.com</a></td>
</tr>
</tbody>
</table>

* Principal Contact

Website: www.bawg.com

Federal Tax ID: 33-0219871

Organizational Type: California general partnership, including professional corporations

Number of Years in Business: 43

Name, Title & Telephone Numbers of Authorized Partners:

Mr. Alexander Bowie, Managing Partner
(949) 851-1300

Mr. Robert E. Anslow, Partner
(949) 851-1300
CERTIFICATE OF LIABILITY INSURANCE

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFER NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER
Roger Stone Insurance Agency
5015 Birch Street
Newport Beach, CA 92660

CONTACT NAME:

PHONE (AC No. Ext): (949) 757-0270
FAX (AC No.): (949) 757-0375
E-MAIL: customerservice@stoneins.com

INSURED
Bowie Arneson Wiles & Giannone
4920 Campus Dr.
Newport Beach, CA 92660

COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

This is to certify that the policies of insurance listed below have been issued to the insured named above for the policy period indicated. Notwithstanding any requirement, term or condition of any contract or other document with respect to which this certificate may be issued or may pertain, the insurance afforded by the policies described herein is subject to all the terms, exclusions and conditions of such policies. Limits shown may have been reduced by paid claims.

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<td>C</td>
<td>UMBRELLA LIABILITY</td>
<td>EXCESS LIABILITY</td>
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<td>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</td>
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DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Verification of coverage.

CERTIFICATE HOLDER

CANCELLATION

Mesa Water District
1965 Placentia Avenue
Costa Mesa, CA 92627

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

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Proposal of:
Bowie, Arneson, Wiles & Giannone
To Provide General Legal Counsel Services to Mesa Water District

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Certificate of Insurance

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SECTION 1 – FIRM QUALIFICATIONS AND EXPERIENCE.

Introduction

We are very pleased and appreciative of the decision of Mesa Water District ("Mesa Water") to include us within its request for proposals for general legal counsel services ("Mesa Water RFP"). Pursuant to the directives of the Mesa Water RFP, this Proposal consists of a number of components including, but not limited to, three principal sections: Section 1–Firm Qualifications and Experience; Section 2–Staff Experience and Availability; and Section 3–Scope of Work. We look forward to participating in the proposal process.

The Firm has been privileged to act as Mesa Water’s general legal counsel, and in other special legal counsel roles, since 1982. Robert Anslow has worked with Mesa Water on legal matters since 1985, and took over as principal lead attorney for legal services provided to Mesa Water in 1987. Over that course of time, the Firm’s representation of Mesa Water has included a variety of legal areas and legal projects.

Firm Strength and Stability

Our Firm has been providing high quality legal services to our public agency clients for more than 40 years. Five of the current partners of the Firm have been providing legal advice and legal services to our clients each for more than 30 years. The Firm owns the building in which we practice and, as such, the Firm does not face potential disruption to client services that might be caused by a business relocation. As described in Section 3, the Firm owns and operates our own on-site computer and information management system that is solely dedicated to our law practice. Our Firm consistently realizes a profit on an annual basis, providing us with the ability to keep and maintain our attorneys and support staff.

Overview of Firm’s Capabilities

Due to the page restrictions set for Section 1 of this Proposal, we respectfully reference and incorporate the discussion of our Firm’s areas of legal practice, attorney experience, public agency representation and specific attorney biographical information as included in Sections 2 and 3 of this Proposal. As a general statement, we would note that our Firm has been operating and representing public agency clients for more than 40 years, and we have consistently been able to meet or exceed our client expectations and requirements relative to the provision of legal services in a wide variety of public agency practice areas.

References

1. Trabuco Canyon Water District (TCWD)
   32003 Dove Canyon Dr.; Trabuco Canyon, CA 92679

   Contact: Hector Ruiz, General Manager
   Telephone No.: (949) 858-0277 / E-mail: hruiz@tcwd.ca.gov

   Scope of Services: TCWD is a county water district, similar to Mesa Water. The Firm, led by Robert Anslow, provides general legal counsel services to TCWD, of a similar scope to that currently provided to Mesa Water and as set forth in Appendix C to the RFP.
2. **East Orange County Water District (EOCWD)**  
185 N. McPherson Rd.; Orange, CA  92869  

Contact: Lisa Ohlund, General Manager  
Telephone No.: (714) 538-5815  /  E-mail: lohlund@eocwd.com

Scope of Services: EOCWD is a county water district, similar to Mesa Water. The Firm, led by Joan Arneson, provides general legal counsel services to EOCWD, of a similar scope to that currently provided to Mesa Water and as set forth in Appendix C to the RFP.

3. **South Orange County Wastewater Authority (SOCWA)**  
34156 Del Obispo St.; Dana Point, CA  92629  

Contact: Betty Burnett, General Manager  
Telephone: (949) 234-5400  /  E-mail: bburnett@socwa.com

Scope of Services: SOCWA is a joint powers agency providing wastewater services. The Firm, led by Patricia Giannone, provides general legal counsel services to SOCWA, of a similar scope to that provided to Mesa Water and set forth in Appendix C to the RFP.

4. **Irvine Ranch Water District (IRWD)**  
15600 San Canyon Ave.; Irvine, CA  92618  

Contact: Paul Cook, General Manager  
Telephone No.: (949) 453-5300  /  E-mail: cook@irwd.com

Scope of Services: IRWD is a California water district. The Firm, led by Joan Arneson, provides general legal counsel services to IRWD, of a similar scope to that currently provided to Mesa Water and set forth in Appendix C to the RFP.

5. **Tustin Unified School District (TUSD)**  
300 South C Street; Tustin, CA  92780  

Contact: Dr. Gregory Franklin, Superintendent  
Telephone: (714) 730-7301  /  E-mail gfranklin@tustin.k12.ca.us  

Anthony Soria, Chief Financial Officer  
Telephone No.: (714) 730-7301, ext. 302  /  E-mail: asoria@tustin.k12.ca.us

Scope of Services: TUSD is a California public school district. While school districts generally employ the services of multiple counsel for a variety of services, as opposed to utilizing a general legal counsel model, the Firm provides a multitude of services to TUSD on an as-needed basis, led by a number of attorneys, including legal services relating to: financing, public works and bidding; school construction, litigation, real property negotiation, developer mitigation agreements, conflicts of interest, and Brown Act.
Public Agency Client List

Given the page limitations for Section 1, we regret that we are unable to provide a complete list of all of our public agency clients. Per Mesa Water’s directions, below is a partial list, which we feel would be most relevant to Mesa Water in its review. We can provide a full client list if so desired.

Orange County Public Agency Clients

Water Districts
East Orange County Water District
Irvine Ranch Water District
Trabuco Canyon Water District

Joint Powers Agencies
South Orange County Wastewater Authority
West Orange County Water Board

School Districts
Capistrano Unified School District
Cypress School District
Savannah School District
Tustin Unified School District

Outside Orange County Agency Clients

(representative listing)

Public Agencies
City of Calexico
East Bay Municipal Utility District
Riverside County Office of Education
San Bernardino County Superintendent of Schools

School Districts
Moreno Valley Unified School District
Oxnard Union High School District
Saugus Union School District
William S. Hart Union High School District

Current Total of Public Agency Clients = 1071

Retention of Firm as Best Selection of Mesa Water

Over the past 30 years, the Firm’s representation of Mesa Water has included a variety of legal areas and legal projects, including but not limited to, interactions with other public agencies, negotiation of contracts for construction projects, negotiation of contracts for real property acquisition and property dispute settlements, as litigation counsel in a variety of civil actions involving Mesa Water, statutory rights interpretations, representation before OC LAFCO, construction disputes, environmental proceedings and related matters including environmental impact reports and similar proceedings under the CEQA, regulatory issues involving a variety of other governmental entities, as bond counsel/special counsel for the issuance of Mesa Water securities, including, but not limited to, Certificates of Participation financing transactions, personnel issues, pension plan issues, federal tax matters and a variety of other legal tasks.

We also believe that we have a good working relationship with Mesa Water staff and employees, in addition to personal working relationships with some of the members of the Mesa Water Board of Directors and District staff.

As a principal public agency client, Mesa Water has a level of priority with regard to allocation of attorney and staff resources and a commitment by our Firm to meeting objectives for legal services both in terms of quality of services provided and in terms of timeliness. It is, and remains, our objective to always meet or exceed Mesa Water’s timing requirements for the provision of legal services.

1 Our representation of public agency clients and legal services provided varies among our clients.
services by our Firm. The principal attorneys described in Section 2 of this Proposal are always available and capable of meeting Mesa Water’s legal needs. We do note that the scope of services laid out in the proposed Professional Services Agreement highlights areas where more intensive or additional manpower requirements from our Firm would be necessary in order to meet all of the legal services areas set forth in that Agreement. Our Firm ready and willing to meet all of those additional services requirements, if requested.

Our Firm represents only public agency clients within the State of California. We do not provide services to clients located outside of the boundaries of the State of California. The Firm does not provide legal services or legal representation to entities or persons other than public entities.

Our Firm’s long-term relationship with Mesa Water makes it possible for us to quickly identify principal legal issues involved, to identify the appropriate Mesa Water officers or employees with which to interact, and to provide prompt high quality legal services to answer questions, conduct reviews and otherwise provide effective representation for Mesa Water. This also means that the Firm does not need to conduct various types of legal research due to our familiarity with Government Code requirements, the County Water District Law (Water Code Section 30000 and following, which principally governs Mesa Water’s activities as a county water district) and the Costa Mesa Merger Act under which Mesa Water was originally formed. This allows us to provide effective high quality legal services in a cost-efficient manner to Mesa Water.

We are aware that Mesa Water has, from time to time, elected to employ specialty legal counsel to provide particular special legal services. It is our goal to be able to work effectively and cooperatively with other firms and individuals who may represent Mesa Water as legal counsel. We believe that our working relationship with the other Mesa Water special legal counsel has been effective and productive.

Our Firm has a standing policy that all client contacts, whether by telephone or by email, will be responded to either the same business day or the next following business day. It is our practice and policy to meet or exceed client requirements for responses to legal issues. We would note that in our many years of representation of Mesa Water that we frequently are able to respond to Mesa Water issues or inquiries on an immediate or, “same day,” basis. We believe that inquiries with Mesa Water staff will show that we routinely meet or exceed timing requirements for the provision of legal advice, documentation, agreements and similar.

We are, and will remain, open to the input of Mesa Water Directors, officers and staff as to how we can better and more effectively represent Mesa Water and provide requested and required legal services in an effective high quality and cost-efficient manner.

**Potential Conflicts of Interest and Related Matters**

Over the course of our 34 years of continuous representation of Mesa Water as general legal counsel, our Firm has, from time to time, encountered a limited number of conflict of interest situations principally with our other client, the Irvine Ranch Water District (“IRWD”). Such a conflict of interest situation currently exists as between Mesa Water and IRWD relating to matters concerning Orange County Water District (“OCWD”) rates and charges. We have provided written discussion to Mesa Water concerning this conflict of interest situation.
We are not aware of any other foreseeable conflict of interest situations with our other current public agency clients. Pursuant to our professional responsibilities and ethical obligations to Mesa Water as our existing client, in the event that we were to become aware of a potential or actual conflict of interest situation, we would promptly inform both of our clients of the nature of the situation and our views as to whether the situation constituted a direct or indirect conflict of interest and whether such a situation was an actual or merely potential conflict of interest. Generally, our Firm will not act on behalf of any of our clients in the case where a direct conflict of interest situation exists. In the situation of indirect or potential conflicts, we normally review such situations with both of our clients and determine whether or not our clients wish us to remain outside of the situation, or whether there is the potential for representation of the clients with informed consent concerning such potential or indirect conflicts. We would note that our Firm has been, on occasion, required to follow these proceedings where conflicts of interest among our clients present themselves.

Mesa Water has requested that we provide a listing of all current or formal clients, including pro bono clients, with real property ownership, residence or principal place of business within the boundaries of Mesa Water District within the last three years. In response, we would note that there may be staff members of some of our clients who reside within the boundaries of Mesa Water District. But there is, to the best of our knowledge, no real property ownership or business operations of any of our other public agency clients within the boundaries of Mesa Water within the time period referenced.

The Firm, inclusive of all of its attorneys, has no prior or pending legal disputes or civil actions with any of our past or existing clients. The Firm has never been subject to a claim, assertion or civil action relating to a malpractice client complaint or similar assertions with or from the California State Bar.

Additional Considerations

As noted in Section 2 of this Proposal, we would note that many of our attorneys participate in Orange County public agency organizations, including water and wastewater oriented organizations, on a regular basis. This includes participation in meetings and activities of the Association of California Water Agencies (“ACWA”), the Water Advisory Committee of Orange County (“WACO”), and the Orange County Water Association (“OCWA”), the Independent Special Districts of Orange County (“ISDOC”), the Orange County Independent Special District Selection Committee and similar organizations.

Our Firm, has, from time to time, assisted Mesa Water, Mesa Water’s Board of Directors and Mesa Water staff in other activities on a reduced cost or Pro Bono basis. This has included appearances at public and public agency events and, some years ago, significant assistance by our Firm in the formation of CalDesal, a non-profit informational organization formed to inform and advocate for increased use of desalinated water within the State of California. Our firm remains open to future participation in similar events and similar efforts by Mesa Water.
SECTION 2 - STAFF EXPERIENCE AND AVAILABILITY.

All of the attorneys of our Firm have and maintain a high degree of expertise and experience in representing public agencies. This is particularly the case in as much as our firm does not represent private clients, but rather only represents public agencies of various types. Managing Partner, Mr. Alexander Bowie, has nearly 60 years of experience in representing governmental agencies and special districts. Partners Robert Anslow, Joan Arneson, Wendy Wiles and Patricia Giannone all have more than 30 years of experience representing public agencies and, in particular, special districts as legal counsel in a variety of roles.

Our Firm’s attorneys and partners, in addition to general representation of public agencies and special districts, also have a variety of expertise in various fields, which are set forth in detail below. All of the attorneys in our Firm meet or exceed all of their mandatory continuing legal education requirements as set out by the State of California, and are admitted to practice within the State of California and their legal licenses are, without exception, all in good standing.

Organizational Chart of Mesa Water Counsel

Below is an organizational flow chart generally describing those attorneys at the Firm that would be anticipated, based on historical precedent, to provide services to Mesa Water on a regular day-to-day basis:
From time to time, additional resources may be used to provide service to Mesa Water, including the services of: (1) Alex Bowie, Senior Managing Partner with close to 50 years of service to water districts throughout Orange County; (2) Joan Arneson, a partner with nearly 40 years of experience with local water districts; and (3) Patricia Giannone, a partner with more than 30 years of experience with local water districts.

**Biographical Resumes**

Biographical resumes for each of the attorneys referenced in the above flow chart are included in Appendix A. Additionally, we have provided abbreviated resumes for those partners in our Firm likely to lend support, from time-to-time, in our representation of Mesa Water.

**Areas of Expertise and Legal Practice**

1. **General Counsel Role.** As referenced throughout, our Firm has served as general counsel to several county and California water districts, as well as joint powers agencies, for several decades. We have extensive experience serving in this role, assisting our public agency clients both directly and through coordination with special counsel when necessary to serve the specialized needs of our clients.

   In such role, our Firm regularly assists our public agency clients with the drafting and proper consideration and enactment of resolutions and ordinances. Such services include working with agency staff to identify the need and purpose behind such proposed resolutions and/or ordinances, drafting the documentation to meet such identified needs, and assisting staff both in preparing and presenting the items to the agency’s board of directors for consideration and, as appropriate, approval.

2. **Special District Operations.** Mesa Water is a county water district operating pursuant to County Water District law and formed pursuant to the Costa Mesa Merger Act (being Water Code Section 33200, et seq.). Our attorneys are familiar with the general requirements relating to special district legal requirements and operations and, in particular, compliance with applicable provisions of the County Water District law. Mr. Anslow has specialized in this area of law since his commencement of work with the Firm in 1985. Moreover, due to the long-term relating with Mesa Water, Mr. Anslow is very much familiar with Mesa Water’s facilities, operations, normal practices and procedures. We are prepared to represent our public agency clients, including Mesa Water, in connection with complaints and civil actions relating to compliance with statutory requirements and operational provisions.

3. **Brown Act Compliance.** All of our Firm’s attorneys are familiar with the requirements of the Ralph M. Brown Act (“Brown Act”) (sometimes known as California’s “open meeting law”). The Brown Act governs various procedural, informational and documentation requirements relating meetings of various bodies of public agencies including, but not limited to, meetings of the legislative body of a public agency (such as the Board of Directors of Mesa Water). Our attorneys who attend meetings of public agency clients are prepared to provide both detailed advice and “on the spot” advice with regard to compliance with the provisions and requirements of the Brown Act. We
are prepared to provide detailed advice concerning Brown Act compliance and requirements and to consult with our clients during public agency meetings in order to resolve matters relating to the Brown Act as they arise. Our attorneys have worked with our public agency clients to resolve disputes and complaints concerning compliance with the Brown Act over the course of their legal careers. We have published numerous papers concerning compliance with the Brown Act under various circumstances. We are prepared to represent our public agency clients in civil litigation, should such arise, concerning work with compliance with the requirements of the Brown Act.

4. **Contract Law.** The Firm maintains expertise in the area of contracting law, and specifically public contracting. The Firm has, in the past, undertaken to represent our clients in a variety of contract matters, drafting of contract documents and representation of our clients in terms of contractual disputes and civil actions. Recently, our Firm provided legal advice and representation to Mesa Water in a civil action based upon a contract dispute over Mesa Water’s SCADA system and related contracts. A portion of this civil action has been successfully resolved in Mesa Water’s favor and a portion remains outstanding and currently in progress.

5. **Public Works Contracts.** Our Firm has represented our public agency clients for many decades in terms of preparing, interpreting and administrating public works contracts. We maintain a specialty partner (Mr. Brian W. Smith) whose particular practice area is centered around public works contracts, compliance with statutory requirements (such as the Government Code, Public Contracts Code and Labor Code), necessary forms of bonds, certifications and related documents for public agencies to bid, consider and award public agency contracts and to subsequently administer those contracts with the selected contractor or contractors. Our Firm is prepared to represent our clients with regard to public agency work contracts, bidding issues and administration of contracts from complaints and/or civil actions.

6. **Environmental Law.** Our Firm maintains the ability to provide legal advice and representation to our clients regarding procedural, documentary and informational requirements relative to the environmental review and assessments, including, but not limited to, health and safety requirements and the requirements of the California Environmental Quality Act ("CEQA"). We have and maintain the ability to work with our clients either to prepare, or assist in preparing CEQA documentation such as notices of exemption, negative declarations, mitigated negative declarations and environmental impact reports. We have also worked with our clients relative to completion of the procedural requirements as applicable under state law for undertaking environmental proceedings and mitigation monitoring programs. We have undertaken in the past to represent our clients relative to civil writs and petitions and other legal disputes relating to environmental compliance proceedings and/or other sufficiency of environmental documentation to satisfy applicable law. We note that we previously represented Mesa Water in a civil action relative to environmental compliance relating to the Karl Kemp Reservoir, which was successfully resolved on behalf of Mesa Water.
7. **Ethics Training and Requirements / Conflict of Interest Law.** All of the Firm’s attorneys maintain a working knowledge relative to their ethical obligations to our clients as public agencies and pursuant to our professional and ethical requirements under state statutes and regulations. We are also prepared to represent our clients and provide legal advice concerning California conflict of interest statutes and regulations, directives of the California Fair Practices Commission (“FPPC”), updates of public agency conflict of interest codes as required under state law, and periodic financial and conflict of interest reporting as required under state statutes and regulations. We have represented our clients, and individual elected officials, relating to disputes and complaints alleging conflict of interests. We would note that it is a general policy of our Firm to err on the side of caution relative to conflict of interest situations in order to avoid even the appearance of impropriety.

8. **Public Records Act.** The Firm represents only public agency clients and routinely assists such clients with their evaluation and response to public record requests, and, when necessary, litigating decisions made pursuant to the Public Records Act. The Firm's assistance includes a review of requests to assist in determining whether such requests are sufficient under the Public Records Act and otherwise seek discloseable records not protected by an exemption to the Public Records Act.

9. **Water Rights.** The Firm has extensive experience in dealing with water rights relating to surface, ground and recycled waters. The Firm, and its Managing Partner, Alexander Bowie, were instrumental in the formation and representation of the projects to bring a dependable supply of water to South Orange County for our water district clients. The Firm also is currently involved in a tribal water rights case, in which the rights of our school district client, among multiple other landowners, are at issue relative to the priority water rights of complaining tribal nations are being negotiated with local non-tribal water users.

10. **Recycled and Desalinated Water Regulation and Permitting.** Our Firm has worked with a variety of public agencies and regulatory entities relative to recycled and desalinated water production and utilization. Our Firm provided significant representation to Mesa Water in its efforts to support the formation and initial operations of Cal Desal, which is an informational and lobbying entity formed on behalf of public agency water providers to pursue and support efforts to provide and utilize desalinated water within the State of California. Our Firm has assisted public agency clients in preparing, reviewing and completing permitting documents for various types of recycled water projects.

11. **Groundwater.** In the case of Mesa Water, Mesa Water overlays the Orange County Ground Water Basin which is managed and regulated by the Orange County Water District (“OCWD”). We are familiar with provisions of the Orange County Water District Act (being California Water Code Appendix, Chapter 40) and have worked with Mesa Water on various regulatory and contractual matters, as presented to, and negotiated with, OCWD.
12. **General Litigation.** The Firm has regularly represented clients in litigation matters, ranging from bid protests, to public works contract disputes, to construction defects, to eminent domain, to petitions for writ of mandate, to CEQA, to general contract disputes, to name a few. Our Firm is dedicated to assisting our clients achieve the best, most efficient results possible, and has assisted clients through all levels of litigation, from the filing of complaints, to pursuit of settlement and alternative dispute resolution processes, to prosecution and defense at trial, to appellate review.

13. **Real Property Transactions.** Our Firm has extensive experience in assisting our clients relative to various real estate needs, including purchasing and/or selling real property, leasing of real property and building space, and obtaining and/or granting easements, rights-of-way, and other related rights necessary to construct, operate, and maintain necessary infrastructure. Likewise, we have experience working on behalf of our clients with cities, counties, and similarly situated entities in managing and addressing issues arising in connection with priority easement rights (including issues relating to relocation of existing utilities).

14. **Eminent Domain.** The Firm maintains attorneys with the ability to represent public agencies in the event that they should choose, or more often need, to exercise their eminent domain powers. We are familiar with the current statutes relative to eminent domain proceedings, the necessary findings, procedural steps, notices and other actions necessary to undertake an eminent domain action on behalf of our public agency clients. The Firm has, in the past, litigated eminent domain issues and has proceeded through the full civil process for eminent domain proceedings on behalf of our public agency clients.

15. **Legislative and Regulatory Advocacy.** While our Firm is not a specific lobbying entity for purposes of California law, our Firm has worked with many lobbying firms to pursue legislation for our public agency clients relative to obtaining specialty legislation or to work with our clients relative to understanding potential legislation and the processes for legislative change. We have also appeared in front of numerous regulatory agencies, and prepared position papers on behalf of our clients for regulatory agencies concerning regulatory changes and/or regulatory implementation.

16. **Operation and Procedures before LAFCO.** Our Firm has, in the past, provided legal representation and advice to our clients for matters relating to local agency formation commissions, including, but not limited to, the Orange County Local Agency Formation Commission (“OC LAFCO”). We are familiar with the provisions of the Cortese Knox Hertzberg Act (as most recently amended in 2000) and have worked with our clients to prepare documents, information, studies, reports and other information required for periodic reviews of public agency operations by LAFCO, and for changes in organization (of various types) relating to LAFCO proceedings for our clients.

17. **Regulatory Agencies.** Our Firm has, from time to time, represented our public agency and water district clients in various proceedings for various organizations and regulatory entities. These include the California Department of Water Resources
DWR), the Metropolitan Water District of Southern California ("MWD"), the Municipal Water District of Orange County ("MWDOC"), OCWD and the State Water Resources Control Board ("SWRCB").

18. Bankruptcy, Foreclosures, Property Liens, Tax Liens and Collections. In an economic downturn, there often is an increase in the need to implement proceedings consistent with applicable bond covenants relating to the collection and foreclosure of special taxes and special assessments. Our attorneys have the expertise necessary to maximize collection of delinquent special taxes and assessments while minimizing the need to actually foreclose on homeowners. The Firm currently provides such special counsel delinquent special tax and assessment collection and foreclosure services for community facilities districts and assessment districts in Riverside, Los Angeles, San Bernardino, Imperial, and San Diego counties. Since fiscal year 2007/2008, we have collected over $3.75 million in delinquent special tax and assessment district revenue for our clients. Our experience has provided the Firm with a streamlined, cost-effective, and results-driven method for collecting delinquent special taxes and assessments and commencing foreclosure proceedings in Superior Court, if necessary. The legal fees for this work are paid, with limited exceptions, by the party redeeming the delinquent special taxes and assessments, and are collected along with the delinquent special taxes and assessments, penalties, interest, and applicable county fees. Though such costs are borne by the homeowner or lender, minimizing cost in this challenging time is important to us and our clients. We are mindful of the potential political ramifications resulting from a public agency initiating a foreclosure lawsuit and have found that our method for collecting delinquent special taxes and assessments reduces the potential involvement of a public agency in having to respond to public inquiries regarding foreclosure lawsuits.

Current Workload of Proposed Team Members

Our Firm currently meets Mesa Water’s legal services needs and has done so for the past 34 years. As noted herein, we have been able to meet Mesa Water’s legal requirements on a prompt and responsive basis. We note that within the proposed Professional Services Agreement for legal services, Mesa Water has requested certain services which we have not, to this point in time, provided. We will, of course, be able to meet these service needs and have the attorney resources necessary to meet those requirements.

While the Firm manages workload from other existing clients, the Firm will continue to prioritize work from Mesa Water based on urgency and demand. Our Firm has a standing policy that all client contacts, whether by telephone or by email, will be responded to either the same business day or the next following business day. It is our practice and policy to meet or exceed client requirements for responses to legal issues.

We would note that in our many years of representation of Mesa Water that we frequently are able to respond to Mesa Water issues or inquiries on an immediate or “same day” basis. We believe that inquiries with Mesa Water staff will show that we routinely meet or exceed timing requirements for the provision of legal advice, documentation agreements and similar.
SECTION 3 – SCOPE OF WORK.

As a benefit of our Firm’s long-term representation of Mesa Water as general legal counsel, we are uniquely positioned to quickly identify principal legal issues impacting Mesa Water, and directly interact with the appropriate Mesa Water employees or officers as particular issues do arise. Similarly, in light of our existing familiarity with applicable provisions of the Government Code, County Water District Law, and the Costa Mesa Merger Act, under which Mesa Water was originally formed, our attorneys are generally up to speed on most issues impacting Mesa Water, such that we can assist Mesa Water quickly and often without the need for significant additional legal research. This allows us to provide effective high quality legal services in a cost-efficient manner to Mesa Water.

General Counsel Role

At the Firm, it is our belief that, as General Counsel, it is our role to be available to first and foremost help guide Mesa Water through its established mission to satisfy its community’s water needs. We believe General Counsel must have a firm grasp and understanding of Mesa Water’s philosophy, as developed over time by its Board of Directors, in order to best advise Mesa Water on how to legally accomplish its mission.

In doing so, it is the role of General Counsel to provide legal aid to the General Manager, and the various department heads at Mesa Water, as necessary to accomplish the established goals of the agency. Such aid may come in the form of direct representation on various transactional or litigation matters, or through the coordination of special counsel on matters requiring a particular specialty or expertise.

In providing such representation, it is necessary for General Counsel to be familiar with the established positions of Mesa Water, including, but not limited to, Mesa Water’s identified strategic goals and adopted policy positions.

Working Relationship with the Board of Directors, General Manager, and Agency Staff

The Firm has a long-standing working relationship with all levels of management at Mesa Water. The Firm currently exists in a relationship whereby our attorneys are available and on-call to discuss and assist Mesa Water with various issues and urgencies when such issues develop. The Firm will also monitor and bring to the attention of Mesa Water certain new issues, as appropriate, that may arise from time to time with a substantial effect on Mesa Water’s business operations.

We would note that in our many years of representation of Mesa Water that we frequently are able to respond to Mesa Water issues or inquiries on an immediate or, “same day”, basis. We believe that inquiries with Mesa Water staff will show that we routinely meet or exceed timing requirements for provision of legal advice, documentation agreements and similar. However, the Firm would be willing, at the request of Mesa Water, to sit down with the General Manager and, as desired, the various department heads to determine how the Firm might better serve Mesa Water.
Our Firm has a standing policy that all client contacts, whether by telephone or by e-mail, will be responded to either the same business day or the next following business day. It is our practice and policy to meet or exceed client requirements for responses to legal issues.

**Informing of Litigation Status and Other Legal Matters**

Historically, the Firm has kept Mesa Water informed as to the status of litigation and/or other legal matters either directly through the General Manager, or through the identified agency representative with whom the Firm has the privilege of working with on a particular issue. The Firm further makes itself available to the Board of Directors, as necessary or on request, for litigation and/or legal updates either at regular Board meetings, special meetings, or closed sessions, as appropriate and applicable.

Litigation updates may take the form of oral or e-mail communication with staff, periodic memoranda to the Board and/or staff, and, as needed or requested, closed sessions with the Board for critical updates and direction.

**Cost-Benefit Analysis for Litigation/Settlement**

When considering potential litigation, we recommend the parties explore voluntary settlement options. If mediation can be utilized, it can be more expeditious and less costly. In some situations, arbitration may also be considered. We recommend litigation only when other options have been explored. In considering potential litigation, we also consider the likelihood of success and the potential litigation costs anticipated to achieve success. This involves analyzing recent case law and the known evidence in favor or against the client’s position, and what may be involved should litigation be initiated. Lastly, if litigation is initiated, strategies are considered to resolve issues or the action, if possible, before trial.

**Use of Outside Counsel**

As stated above, it is our view that, as General Counsel, a critical component of that responsibility is to assist Mesa Water in determining when it is necessary to hire and/or utilize outside counsel to handle specific issues. We are aware that Mesa Water has, from time to time, elected to employ specialty legal counsel to provide particular special legal services. It is our goal to be able to work effectively and cooperatively with other firms and individuals who may represent Mesa Water as legal counsel. We believe that our working relationship with the other Mesa Water special legal counsel has been effective and productive.

Historically, it has been our practice to recommend the use of outside counsel when a particular issue is of a specialized expertise, outside the scope of our specialization, whereby Mesa Water would be best served, primarily from a cost and efficiency standpoint, to utilize outside counsel. Examples of such instances include use of outside labor counsel, such as for pension or specialty personnel issues, as well as special counsel for Internal Revenue Service audits.

Another key component, as a General Counsel, is identifying those instances when, whether it be due to representation of other clients, or due to particular positions previously taken by our Firm, Mesa Water would be better served by utilizing outside counsel—whether it be to avoid an actual or potential conflict, or merely a perceived conflict.
Though it may vary on a case-by-case basis, it is generally our position that, excepting those instances involving conflict of interests, it would be the role of General Counsel to assist Mesa Water in managing outside counsel, and helping to ensure that Mesa Water achieves the best result for its ratepayers.

**Public and Media**

At the Firm, we believe that it is our role to assist Mesa Water, as best we can, to maintain its public and media presence. In fulfilling that role, we may assist Mesa Water with public announcements, press releases, or the furnishing of other information to the public regarding Mesa Water’s considerations, actions, or decisions, as may be requested by Mesa Water. Such assistance may, as appropriate, be provided to or through the Board of Directors or the General Manager, or directly to Mesa Water’s Information Coordinator, External Affairs Manager, or Customer Service Department.

In providing such assistance, however, it is not our role to seek to establish our name, or promote our operations, publicly or in the press, on behalf of Mesa Water without Mesa Water’s specific request or consent. As such, it is critical that any dealings our Firm might have, in the course of its representation of Mesa Water, with the public or media, be carefully coordinated with Mesa Water, to better ensure consistency both in the message and its delivery.

**Standard Response Time**

Response times to Mesa Water would depend (1) largely on the matters under review; (2) the priority of inquiry from Mesa Water as compared to other pending requests from Mesa Water; and (3) the urgency of the matter at Mesa Water. The most important role of General Counsel in this regard is to work with staff at Mesa Water to understand their needs and priorities, so that the Firm can better maximize the required response time.

That said, our Firm has a standing policy that all client contacts, whether by telephone or by e-mail, will be responded to either the same business day or the next following business day. We would expect that, regardless of the form of the initial response, we would work diligently with Mesa Water staff to understand the urgency and demand for a response. It is then critical for open communication to exist in order to keep Mesa Water apprised of the status of the matter, with flexibility to adjust the response time to meet the potentially changing or evolving needs of Mesa Water.

**Review of Prior Legal Issues/Current Issues**

As the Firm has represented Mesa Water for, at minimum, the past 30 years, we are pleased to state that we are currently ready and able to assist Mesa Water relative to prior and/or current issues. Such long-term engagement has given our Firm’s principal partners an active and in-depth working knowledge of Mesa Water’s personnel, operations, facilities, board members, district goals and a historical context with regard to understanding current practices and policies of Mesa Water together with historical reference for Board adopted policies and Mesa Water actions. As such, a significant benefit to Mesa Water in utilizing the services of the Firm is the continuity flowing from that long-term relationship.
Previous reviews by the Board of Directors of our general legal services provided to Mesa Water have indicated a high level of satisfaction with the provided legal services and capabilities of our Firm. However, we remain open to new opportunities to work with and improve our working relationship and service capabilities to Mesa Water, and believe through open and honest communication, working together, we can best assist Mesa Water in providing the greatest possible service to its customer base.

**Staffing/Staffing Changes**

The Firm is staffed with an adequate number of legal assistances, associates, and support staff to assist the principal attorneys in meeting Mesa Water’s legal needs. It is not immediately anticipated that the Firm would require any additional staffing changes, based on our prior long-standing relationship with Mesa Water. However, as has always been the case, in the event additional staff were necessary to accommodate an expanded need of Mesa Water, or a compilation of needs of Mesa Water and other clients, our Firm would add the resources necessary to accommodate such growth.

**Computer Resources**

Our Firm utilizes a central computerized information and document management system in order to provide prompt, efficient, reliable and secure legal information both to and from our clients and internally within the Firm. The Firm maintains a dedicated server which is utilized only by the Firm and no other outside consultants or entities. The Firm maintains a document management and database system for all types of documents. Individual Firm members are able to access, locate and utilize documentation, including prior documentation, documentation furnished by clients and outside resources, and available online form systems through a central database control and management system.

Firm members can receive information and documentation either through an e-mail or Internet access system. The Firm utilizes Microsoft Word as its word processing system which is generally consistent with the Word system utilized by Mesa Water. The Firm also utilizes Thomson Reuters Westlaw for legal research, along with several maintained print treatises.

The Firm utilizes an outside contractor to maintain system integrity and to resolve internal system issues on a prompt basis. All documents accessed or stored by the Firm’s server system are backed up to a remote offsite backup system on a daily basis. The Firm utilizes antivirus and antimalware software monitored by our outside vendor in order to avoid issues with viruses and exposure to malware. The Firm’s files are reviewed on a daily basis by antivirus protocols in order to avoid exposing our clients to potential electronic threats.

Access to our system is also password protected and allowed only to limited identified outside access users in order to prevent outside “hacking” efforts.

Billing and financial information is stored on a separate computer system (not accessible from the main server) which is not accessible from outside our Firm’s headquarters.
**Monthly Reporting/Status/Legal Costs Tracking**

The Firm currently uses time management systems and monthly invoicing to monitor, track, and inform Mesa Water, as well as other clients, of the up-to-date monthly costs and tasks performed by the Firm during that particular month. The Firm utilizes an internal filing system to track work on project areas. Billing is, and can be, broken out on a project-by-project basis as a client may request.

For various large scale projects, including, but not limited to, public agency financing, our Firm is willing to provide estimates or “not to exceed” budgeted amounts. Typically, financing transactions are done on a fixed-upon counsel or special counsel fee for a stated contingent amount payable from the proceeds of the financing transaction itself. For a larger scale legal work, our Firm is willing to consult with Mesa Water relative to budgeted amounts for legal services within set parameters.

We also typically provide a special billing cutoff for those of our clients which request it corresponding to the end of the fiscal year (normally June 30). We have provided this service to Mesa Water in the past.

In addition, as appropriate, and particularly for on-going matters, the Firm will provide, either as requested or on a deemed as-needed basis, written updates to the contact at Mesa Water as to the status of such matters.

**Scope of Work/Modifications**

The Firm stands ready to perform the Scope of Work set forth in Appendix C to the proposed Professional Services Contract. The Firm currently performs much of the Scope of Work set forth in the RFP by Mesa Water, and could, as requested, expand the scope of services to include additional desired items, such as the provision of: (1) regular updates on specific legal concerns of Mesa Water, as well as topics of general interest; and (2) written updates on new State and Federal regulations, legislation, judicial decisions and other activities impacting, or having the potential to impact Mesa Water (along with recommendations stemming from such enactments).

It would be our recommendation, however, that such activities, as specified in the Scope of Work, be adjusted, or performed only after meeting with and coordinating efforts with Mesa Water. It is our understanding that Mesa Water staff currently performs the above-referenced tasks for Mesa Water, along with Mesa Water’s involvement with the Association of California Water Agencies (“ACWA”), such that we recognize an importance, from a cost and efficiency standpoint, for such efforts to be completed in coordinated fashion to avoid duplication of effort. As such, it would be our recommendation that the Firm, upon a renewal of our contract, to set a no-cost coordination meeting with Mesa Water to develop strategies for moving forward and strategically coordinating our inter-office efforts.
APPENDIX A

ATTORNEY BIOGRAPHICAL INFORMATION
| **Robert E. Anslow**  
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<th><strong>Partner, Principal Contact</strong></th>
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| Undergraduate School: Occidental College  
| *B.A. History,*  
| *Minor Sociology/Anthropology* |
| Law School: Whittier College of Law (now Whittier Law School) |
| U.S. District Court (1986)  
| U.S. Bankruptcy Court (1991) |
| State Bar No. 115360 *(Active and In Good Standing)* |
| Years of Public Sector Practice: 31 Years |
| Types of Clientele: Water Districts and School Districts (since 1984) |
| General Areas of Expertise: Special District Representation, Environmental Proceedings, Public Agency Finance and Finance Planning |

Robert E. Anslow is a partner in the Firm. Mr. Anslow received his Bachelor of Arts degree in History, and obtained minors in Sociology/Anthropology, from Occidental College, and he obtained his Juris Doctorate from Whittier College School of Law (now Whittier Law School). Mr. Anslow’s practice is concentrated in the areas of municipal finance and general counsel services to water districts, wastewater agencies, school districts and other local agencies.

Mr. Anslow provides general counsel services to various public entities, specializing in the areas of public works, construction, inter-agency agreements, real property, regulatory and environmental compliance and developer fees and charges. In addition, Mr. Anslow acts as general counsel for the Mesa Water District in Costa Mesa, California, the Trabuco Canyon Water District located in Trabuco Canyon, California and the West Orange County Water Board headquartered in Huntington Beach. Mr. Anslow’s activities with those water districts include public financing of water, reclaimed water and sewer facilities within and on behalf of those agencies involving Mello-Roos community facilities financing and certificates of participation.
Mr. Anslow has actively participated in the issuance of numerous tax-exempt financings for our public agency clients, school district clients and others including general obligation bonds, general obligation refunding bonds, lease revenue transactions, certificates of participation, Mello-Roos issues, Marks-Roos pooled financings and special tax bonds and notes.

Mr. Anslow is a member of the National Association of Bond Lawyers and the California Association of Bond Lawyers. He represents our Firm at regular meetings of the Independent Special Districts of Orange County and the Water Advisory Committee of Orange County. Mr. Anslow has also been a speaker on a number of issues including environmental compliance, public finance, governmental statutory compliance and other topics.

Mr. Anslow has appeared before numerous courts, arbitration panels, regulatory agencies and public agency boards. This includes litigation work and litigation appearances in all of the principal Southern California Superior Courts, Federal District Court and Federal Bankruptcy Court. Mr. Anslow has participated in arbitration sessions on behalf of public agency clients, mediation hearings and similar areas of settlement negotiation for disputes and civil actions. Mr. Anslow has appeared in front of a number of public agency bodies, including committees of the California Legislature, regulatory agencies, the Local Agency Formation Commissions of Orange, San Diego and Riverside Counties, County Boards of Education and the governing bodies for numerous public agencies.

Mr. Anslow’s experience includes public works contracts and public works contracting administration, public agency reorganization through local agency formation commissions, development agreements, financing agreements, consultant retention matters, Brown Act compliance, Public Records Act compliance, conflict of interest matters and conflict of interest code reviews and updates, real property and right-of-way issues, negotiations and contracts, environmental documentation and compliance with CEQA.

Mr. Anslow has authored numerous articles, press releases, information papers and similar informational pieces on a variety topics.
Wendy H. Wiles
Partner

Undergraduate School: Pepperdine University

B.S. Accounting and Finance and Communication Theories

Law School: Whittier College School of Law


U.S. Ninth Circuit Court of Appeals (2004)

U.S. District Court, Central District of Cal (2010)

U.S. Supreme Court (2001)

State Bar No. 94614 (Active and In Good Standing)

Years of Public Sector Practice: 31 Years

Types of Clientele: Water Districts and School Districts (since 1987)

General Areas of Expertise: Litigation; Public Bid Disputes, Contract Issues; Redevelopment; Construction, Environmental Proceedings, Acquisition and sale of Real Property

Wendy H. Wiles is a partner in the Firm and is in charge of the Firm’s litigation department. Ms. Wiles is admitted to practice before all courts in the State of California, as well as the United States District Court, Central District of California; the United States Court of Appeals for the Ninth Circuit; and the United States Supreme Court. Ms. Wiles has been an AV rated attorney with Martindale-Hubbell since 1996. Ms. Wiles was selected for the Bar Register of Preeminent Women Lawyers in 2011 and was named as one of the Los Angeles’ Women Leaders in the Law in 2012.

Ms. Wiles has handled in excess of 20 appellate court cases and has successfully litigated numerous cases involving construction matters, environmental proceedings, real property matters, condemnation and contract issues. Ms. Wiles has appeared before and testified at many legislative committee hearings and is frequently a speaker on educational issues.

In addition to litigation, Ms. Wiles works with our public agency clients on general business matters including public bid disputes, reviewing and drafting public bid documentation, contract issues, redevelopment, construction matters and environmental proceedings. Ms. Wiles also handles facilities matters, including acquisition and sale of real property, construction of facilities, and compliance with
the California Environmental Quality Act, Public Contract Code, Government Code, and various administrative regulations.
Jeffrey A. Hoskinson  
*Partner*

| Undergraduate School: | University of California, Irvine  
*B.A. Economics, Minor Business Mgmt.* |
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U.S. Ninth Circuit Court of Appeals (2006)  
U.S. District Court, Central District of Cal (2000)  
U.S. District Court, Southern District of Cal (2010) |

State Bar No. 208824 (*Active and In Good Standing*)

Years of Public Sector Practice: 13 Years

Types of Clientele: Water Districts and School Districts (since 2003)

General Areas of Expertise: Public Works/Construction; Environmental Review  
Real Property Management and Disposition

Mr. Hoskinson has worked exclusively with public agency clients since 2003, working with water districts, joint powers agencies, county offices of education, and school district clients on matters ranging including: Ralph M. Brown Act and Public Records Act; California Environmental Quality Act (“CEQA”); public works construction and construction contracting; redevelopment; water rights and conservation; easements and rights-of-way; eminent domain; land use; and real and personal property asset management. Mr. Hoskinson has served in a secondary general counsel role for a number of BAW&G’s water district and related clients, including Mesa Water District, Trabuco Canyon Water District, East Orange County Water District, Irvine Ranch Water District, and the South Orange County Wastewater Authority.

Prior to working with the Firm, Mr. Hoskinson gained litigation experience as an appellate prosecutor with the Office of the California Attorney General in Los Angeles, arguing cases primarily before the Second District of the California Court of Appeals.

Mr. Hoskinson also serves as pro-bono counsel to the Orange County Water Association (“OCWA”).
# Jeffrey A. Hoskinson

*Partner*

## Representative Client Listing

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<tr>
<th>Water Clients Served</th>
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## Pro-Bono Obligations
- Orange County Water Association (“OCWA”)

## Miscellaneous Notations

### Speaking Obligations
- Coalition for Adequate School Housing (CASH) Annual Conference
- California Assoc. of School Business Officials (CASBO) Conference

### Presentation Topics
- Ralph M. Brown Act
- Public Records Act
- Real Property Asset Management
- California Environmental Quality Act
- Prevailing Wages – Public Works Contracting
- Insurance and Bond Review
Jeffrey W. Frey  
_Senior Associate_

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| Law School:           | Chapman University School of Law |

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State Bar No. 2734434 (_Active and In Good Standing_)

Years of Public Sector Practice: 5 Years

Types of Clientele: Water Districts and School Districts (since 2012)

General Areas of Expertise: Litigation; Facilities and Construction; School/Developer Fees; Public Contracts; Conflicts of Interest; Brown Act.

Jeffrey Frey is a senior associate with the Firm. During law school, Mr. Frey gained experience as a law clerk in multiple areas of the law including tax, environmental, criminal, and immigration law.

Prior to joining the Firm, Mr. Frey worked as a civil litigation attorney, handled investigatory and administrative matters for school districts, and served as general counsel to school districts. He has experience with Brown Act issues, Public Records Act requests, charter school matters, and a variety of other public agency issues.

Mr. Frey was the recipient of the _Super Lawyers – Rising Star_ award in both 2014 and 2015. Each year, no more than 2.5 percent of the lawyers in the state are selected by the research team at Super Lawyers to receive this honor.

Mr. Frey also presents on a variety of public sector issues before the governing boards of public agencies and at the Firm’s annual conference. Mr. Frey has spoken at and led workshops throughout the state for the Coalition for Adequate School Housing (CASH), an industry group that educates school district employees and promotes, develops, and supports state and local funding for K-12 construction.
Mr. Frey is a member of the civil litigation team where he has successfully advocated for and defended water districts and school districts. In his transactional practice, Mr. Frey works on facilities and construction, school/developer fees, public contracts, conflicts of interest, the Ralph M. Brown Act, and related public law matters.
Conor H. McElroy

Senior Associate

Undergraduate School: University of Wisconsin, La Crosse

  B.S. Sociology

Law School: University of the Pacific – McGeorge School of Law


  U.S. District Court, Central District of Cal (2009)

State Bar No. 244614 (Active and In Good Standing)

Years of Public Sector Practice: 1 Year

Types of Clientele: Water Districts and School Districts (since 2016)

General Areas of Expertise: Construction and Contracts

Conor McElroy is a senior associate with the Firm. Mr. McElroy has ten years of legal experience in the construction area, working on all aspects of private and public works construction projects. This has included avoiding and resolving construction disputes, delay claims, surety issues and construction defect matters. His experience has included litigation of construction matters as necessary. While the Firm represents only public agencies, his prior experience representing contractors and subcontractors, relating to their work on California public works projects, will be of great help to our school districts and other public agency clients. Mr. McElroy successfully prevailed on appeal and achieved a published appellate opinion from the Third Appellate District pertaining to a payment dispute relating to work on a UC Davis project. (Eggers Industries v. Flintco, Inc. (2011) 201 Cal. App. 4th 536.) Mr. McElroy has made presentations at seminars on numerous topics pertaining to construction issues including claims pertaining to public works projects. Mr. McElroy previously gained approximately five years hands-on construction experience working for a general building contractor before entering law school. Mr. McElroy is a member of our Contract and Construction Group, in addition to advising our public agency clients as to general counsel matters.
Tyler E. Mendez  
*Associate*

| Undergraduate School: | University of California, Santa Cruz  
*B.A. History and Legal Studies* |
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<tr>
<td>Law School:</td>
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State Bar No. 301907 (*Active and In Good Standing*)

Years of Public Sector Practice: 1 Year

Types of Clientele: Water Districts and School Districts (since 2015)

General Areas of Expertise: Business and transactional matters

Tyler Mendez is an associate with the Firm. Mr. Mendez graduated from the University of California at Santa Cruz, earning a Bachelor of Arts degree in both History and Legal Studies. He earned his Juris Doctorate from Chapman University School of Law. Mr. Mendez’s studies in law school focused on business and transactional matters.

During law school, Mr. Mendez gained experience serving as a judicial extern for the United States Bankruptcy Court in the Central District of California. He also gained experience working as a legal intern with a tax firm in Costa Mesa. Prior to joining the Firm, Mr. Mendez worked as a contract attorney with a law firm in Orange assisting on a variety of cases, including matters related to business, real estate, and civil litigation.

Mr. Mendez is admitted to practice in California and before the United States District Court, Central District of California. Mr. Mendez works on transactional matters with school districts and water districts, including contracts, mitigation agreements and document review and preparation. Mr. Mendez also handles matters relating to school developer fees, providing legal advice on a variety of issues, including the preparation of Fee Justification Studies and School Facilities Needs Analysis’, as well as providing assistance with annual and five-year reporting requirements under the Government Code.
Margot E.H. Stevens
Associate

<table>
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<th>Undergraduate School:</th>
<th>Boston University</th>
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<td>B.A. German Language and Literature</td>
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<tr>
<td>Law School:</td>
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<td>United States District Court (2014)</td>
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<td>Central District of California (2014)</td>
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<td>Ninth Circuit Court of Appeals (2015)</td>
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State Bar No. 301348 (Active and In Good Standing)

Years of Public Sector Practice: 1 Year

Types of Clientele: Water Districts and School Districts (since 2015)

General Areas of Expertise: Business and Transactional matters; Litigation

Margot Stevens is an associate with the Firm. During law school, Ms. Stevens gained experience working as an extern for the Honorable John Stewart of the San Francisco County Superior Court, Juvenile Division, as a law clerk with the Family Violence Appellate Project, and as a law clerk for a plaintiff’s side personal injury firm. Ms. Stevens also served as the Executive Managing Editor for the Hastings Law Journal.

Ms. Stevens graduated *magna cum laude* and *order of the coif*. Ms. Stevens received multiple acknowledgements for her academic achievements during law school.

Prior to joining the Firm, Ms. Stevens was an associate at a special education law firm serving Los Angeles and Orange counties.

Since joining the Firm, Ms. Stevens has completed work for both our water district and school district clients which includes the formation of community facilities districts, reviewing insurance documents and drafting various contracts and agreements.
ADDITIONAL ATTORNEY RESOURCES

The prior page lists the Firm’s attorneys who are expected to provide legal services to Mesa Water. However, the Firm does have additional, highly experienced attorneys who are available to meet Mesa Water’s legal service needs. Those attorneys’ qualifications and backgrounds are briefly described below:

**Alexander Bowie, Managing Partner**

Alexander Bowie is the Managing Partner of the Firm. Mr. Bowie received his Bachelor of Law degree from the University of Colorado and was admitted to practice in Colorado and subsequently in California. He entered the private practice of law representing public agencies after serving for several years as an Assistant County Counsel for the County of Orange. Mr. Bowie has received an AV rating from Martindale-Hubbell.

Mr. Bowie has been an instructor in continuing education programs of the University of California at Riverside as well as the University of California at Los Angeles in public law matters. He has been a guest speaker at programs of the American Bar Association, the State Bar Association, and the Land Use Forum of the University of Southern California. Mr. Bowie has served on various legislative committees of organizations such as the State Bar Association, the Association of California Water Agencies.

Mr. Bowie actively participates in the activities of the Coalition for Adequate School Housing (“CASH”) and served as State co-chair of its Legal Advisory Committee from its inception through 2011. He also served several terms as a member of the CASH Legislative Advisory Committee. Mr. Bowie is a member of the California Council of School Attorneys, and has testified before various legislative committees on innovative means of financing public facilities. Mr. Bowie served as a member of the Land Acquisition Advisory Committee appointed by former Senator Leroy Greene, which was formed to address the problem of the increased cost of land acquired for public purposes, as well as related issues pertaining to planning, reserving and fairly valuing land for public facilities. He has been a lecturer for programs pertaining to public financing of public infrastructure at seminars conducted by the University of California as well as the Building Industry Association of California, the Urban Water Institute, of which he was a Founding Member.

**Joan Arneson, Partner**

Joan C. Arneson is a partner in the Firm. Ms. Arneson received her Bachelor of Arts degree in Environmental Studies from the University of California at Santa Barbara and a Juris Doctorate from the University of California at Davis. Ms. Arneson’s practice is concentrated in the areas of municipal finance and general counsel services to water, sewer and other local agencies. Her general counsel work includes all facets of public works construction, land and right-of-way.
acquisition, statutory compliance in environmental, open meeting, records and other laws governing public agencies, special legislation, taxes, fees and charges, and reorganization. Her finance practice has incorporated various types of municipal debt, including general obligation, lease-revenue, and special tax bonds and notes.

Ms. Arneson is a member of the National Association of Bond Lawyers, and is a member and past chair of the Attorneys Committee of the California Association of Sanitation Agencies.

Patricia B. Giannone, Partner

Patricia B. Giannone is a partner in the Firm. Ms. Giannone received her Bachelor of Arts degree in American Studies from Long Beach State University and her Juris Doctorate from Southwestern University School of Law.

Ms. Giannone’s practice is concentrated in the areas of general counsel to water, sewer and other local agencies, and municipal finance. Her general counsel work includes environmental compliance, public works construction, real property and right-of-way acquisition, eminent domain, fees and charges, and open meeting, records and conflict of interest requirements. Ms. Giannone’s public financing experience includes infrastructure facility financing using the Mello-Roos Community Facilities District Act, Marks-Roos Local Bond Pooling Act, certificates of participation, general obligation bonds, and federal and State loan and grant programs, as well as equipment leases. Her practice involves extensive participation in the formation and representation of joint powers agencies organized for the construction, financing, operation and maintenance of public facilities.

Ms. Giannone is a member of the National Association of Bond Lawyers, the Attorneys Committee of the California Association of Sanitation Agencies and the Association of California Water Agencies.

Brian W. Smith, Partner

Brian W. Smith is a partner in the Firm. Mr. Smith graduated with honors from the California State University, Sacramento, earning a Bachelor of Science degree in Real Estate and Land Use Affairs, and he earned his Juris Doctorate from the University of California at Davis. Mr. Smith is admitted to practice in California and before the United States District Court for the Central District of California. Mr. Smith gained experience in public law matters through externships in both the Sacramento and Los Angeles offices of the California Attorney General, and Mr. Smith’s prior law firm experience focused on representation of public school districts and community college districts.

Mr. Smith presently advises and represents the firms public school district and county office of education clients throughout Southern and Central California. In the role of general counsel, Mr. Smith advises our Firm’s clients with respect to Brown Act, Public Records Act, Political Reform Act, Government Code Section 1090 Conflict of Interests, constitutional and other various
matters. Mr. Smith also advises and represents our Firm’s clients with respect to a broad range of transactional and facilities-related matters, including: statutory school fees; developer mitigation agreements; State Allocation Board and State funding; financing through Mello-Roos community facilities districts; purchase and sale of real property; architect, construction management, inspector and other construction-related agreements; construction of school facilities on the typical design-bid-build and lease-leaseback basis; bidding and construction disputes; Field Act issues; mold and indoor air-quality issues; joint use; leasing; “7-11” committees; surplus property; and Civic Center Act issues. Mr. Smith is also the lead partner in the Firm's Alternative and Reusable Energy Group.

During his time at our Firm, Mr. Smith also has been a speaker on various matters, written papers and contributed to newsletters for dissemination to school districts, and has taught courses geared toward school district business and facilities personnel.
Appendix B: Professional Services Agreement Acceptance Form

Firm Name: Bowie, Arneson, Wiles & Giannone

Address: 4920 Campus Drive

City Newport Beach State CA Zip Code 92660

Telephone: (949) 851-1300 Fax: (949) 851-2014

I have reviewed the RFP and Professional Services Agreement in their entirety. Our firm will execute the Professional Services Agreement with no exceptions.

Printed name of Authorized Representative: Robert E. Anslow

Signature of Authorized Representative: ____________________________

Date: August 26, 2016
APPENDIX C

AFFIDAVIT OF NON-COLLUSION

District: Mesa Water District
Project: Proposal for General Legal Services
Proposing Firm: Bowie, Arneson, Wiles & Giannone

The undersigned hereby declares:

I am a Partner of Bowie, Arneson, Wiles & Giannone ("Proposer"), the party submitting the Proposal for General Legal Services ("Proposal") to Mesa Water District ("Mesa Water").

The Proposal is not made, or submitted, in the interest of, or on behalf of, any undisclosed person, partnership, company, association, organization, or corporation. The Proposer has not directly or indirectly colluded, conspired, connived, or agreed with any proposer or anyone else to put in a sham proposal, or to refrain from submitting a proposal.

The undersigned, on behalf of the Proposer, hereby attests that the none of the Proposer, and the attorneys and employees of the Proposer, have offered any gratuities, favors, or anything of monetary value to any Mesa Water Director, officer, employee or agent of Mesa Water for the purposes of influencing consideration of this Proposal.

The person executing this Affidavit on behalf of the Proposer, which is a California general partnership, hereby represents that he has full power to execute, and does execute, this Affidavit on behalf of the Proposer.

I declare subject to penalty for perjury pursuant to the laws of the State of California that the foregoing is true and correct and that this declaration is executed on August 25, 2016, at Newport Beach, California

Representative Name: Robert E. Anslow
Representative Title: Partner
Representative Signature: 
Date Signed: August 25, 2016
• Name of Firm: Kidman Law LLP

• Address: 2030 Main Street
   Suite 1300
   Irvine, CA 92614

• Telephone Numbers: 714-755-3100 (Office)
   714-743-7998 (Mr. Kidman’s mobile)
   949-291-1693 (Mr. Gagen’s mobile)

• E-mail Address: akidman@kidmanlaw.com
   agagen@kidmanlaw.com

• Website Address: www.kidmanlaw.com

• Federal Tax ID Number: 45-4177641

• Organizational Type: Limited Liability Partnership

• Number of Years in Business: 42 years

• Persons authorized to represent firm:
  Arthur G. Kidman, Managing Partner
  714-743-7998
  Andrew B. Gagen, Partner
  949-291-1693

• Persons authorized to sign contracts for the business entity:
  Arthur G. Kidman, Managing Partner
  714-743-7998
  Andrew B. Gagen, Partner
  949-291-1693

• Certificate of Insurance: Please see the attached Acord Certificate of Liability Insurance

KIDMAN LAW LLP
Respectfully Submitted,

[Signature]
Arthur G. Kidman
Andrew B. Gagen
**CERTIFICATE OF LIABILITY INSURANCE**

**DATE:** 8/15/2016

**PRODUCER License # 0H44610**

AnderGray Insurance
3335R East Thousand Oaks Blvd., #431
Westlake Village, CA 91362

**INSURED**

Kidman Law LLP
2030 Main Street, Ste#1300
Irvine, CA 92614

**CERTIFICATE NUMBER:**

**REVISION NUMBER:**

**This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not affirmatively or negatively amend, extend or alter the coverage afforded by the policies below. This certificate of insurance does not constitute a contract between the issuing insurer(s), authorized representative or producer, and the certificate holder.**

**IMPORTANT:** If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

**COVERAGES**

<table>
<thead>
<tr>
<th>Type of Insurance</th>
<th>Policy Number</th>
<th>Limits</th>
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<tbody>
<tr>
<td><strong>Commercial General Liability</strong></td>
<td>680-5G81754A</td>
<td>EACH OCCURRENCE: $2,000,000; DAMAGE TO RENTED PREMISES (Ex. occurrence): $300,000; MED EXP (Any one person): $5,000; PERSONAL &amp; ADJ INJURY: $2,000,000; GENERAL AGGREGATE: $4,000,000; PRODUCTS - COMP/AGG: $2,000,000;</td>
</tr>
<tr>
<td><strong>Automobile Liability</strong></td>
<td>680-5G81764A</td>
<td>EACH OCCURRENCE: $2,000,000; BODY INJURY (Per person): $2,000,000; PROPERTY DAMAGE (Per accident): $2,000,000;</td>
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<tr>
<td><strong>Workers Compensation and Employers Liability</strong></td>
<td>EIG 2045719 02</td>
<td>E.L. EACH ACCIDENT: $1,000,000; E.L. DISEASE - EA EMPLOYEE: $1,000,000; E.L. DISEASE - POLICY LIMIT: $1,000,000;</td>
</tr>
</tbody>
</table>

**DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES:**

It is understood & agreed that Mesa Water, its directors, officers, employees and authorized volunteers are included as additional insured with respect to operations necessary to the Named Insured. See General Liability additional insured, waiver of subrogation and primary non-contributory & separation of insured endorsement attached. See Workers Compensation Waiver of Subrogation endorsement attached.

**CERTIFICATE HOLDER**

Mesa Water District
Attn: Colleen L. Monteleone
1965 Placentia Ave
Costa Mesa, CA 92627

**CANCELLATION**

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

**AUTHORIZED REPRESENTATIVE**

© 1989-2014 ACORD CORPORATION. All rights reserved.

ACORD 25 (2014/01) The ACORD name and logo are registered trademarks of ACORD.
WAIVER OF OUR RIGHT TO RECOVER FROM OTHERS ENDORSEMENT-CALIFORNIA

We have the right to recover our payments from anyone liable for an injury covered by this policy. We will not enforce our right against the person or organization named in the Schedule. (This agreement applies only to the extent that you perform work under a written contract that requires you to obtain this agreement from us.)

You must maintain payroll records accurately segregating the remuneration of your employees while engaged in the work described in the Schedule.

The additional premium for this endorsement shall be ___2% of the California workers' compensation premium otherwise due on such remuneration.

Schedule

Person or Organization

ANY PERSON OR ORGANIZATION FOR WHOM
THE NAMED INSURED HAS AGREED BY
WRITTEN CONTRACT TO FURNISH THIS
WAIVER.

Job Description

ALL JOBS IN California

This policy is subject to a minimum charge of $250 for the issuance of waivers of subrogation.

This endorsement changes the policy to which it is attached and is effective on the date issued unless otherwise stated. (The information below is required only when this endorsement is issued subsequent to preparation of the policy.)

Policy No. EIG 2045719 01

Of the EMPLOYERS PREFERRED INS. CO.

Carrier Code 00920

Issued to KIDMAN LAW LLP

Premium

Countersigned at ______________________ on ____________ By: __________________________

Authorized Representative

WC 04 03 06

(Ed. 4-84) © 1998 by the Workers' Compensation Insurance Rating Bureau of California. All rights reserved.
THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

XTEND ENDORSEMENT

This endorsement modifies insurance provided under the following:
COMERCIAL GENERAL LIABILITY COVERAGE PART

GENERAL DESCRIPTION OF COVERAGE – This endorsement broadens coverage. The following listing is a
general coverage description only. Limitations and exclusions may apply to these coverages. Read all the PRO-
VISIONS of this endorsement carefully to determine rights, duties, and what is and is not covered.

A. Broadened Named Insured
B. Damage To Premises Rented To You Extension
   • Perils of fire, explosion, lightning, smoke, water
   • Limit increased to $300,000
C. Blanket Waiver of Subrogation
D. Blanket Additional Insured – Managers or
   Lessors of Premises
E. Blanket Additional Insured – Lessor of
   leased Equipment
F. Incidental Medical Malpractice
G. Personal Injury – Assumed by Contract
H. Extension of Coverage – Bodily Injury

PROVISIONS

A. BROADENED NAMED INSURED
   1. The Named Insured in Item 1. of the Declara-
tions is as follows:
      The person or organization named in Item 1. of
      the Declarations and any organization,
      other than a partnership or joint venture, over
      which you maintain ownership or majority in-
terest on the effective date of the policy.
      However, coverage for any such organization
      will cease as of the date during the policy pe-
      riod that you no longer maintain ownership of,
      or majority interest in, such organization.
   2. WHO IS AN INSURED (Section II) Item 4.a.
is deleted and replaced by the following:
      a. Coverage under this provision is afforded
         only until the 180th day after you acquire
         or form the organization or the end of the
         policy period, whichever is earlier, unless
         reported in writing to us within 180 days.
   3. This Provision A. does not apply to any per-
      son or organization for which coverage is ex-
      cluded by endorsement.
I. Injury to Co-Employees and Co-Volunteer
   Workers
J. Aircraft Chartered with Crew
K. Non-Owned Watercraft – Increased
   from 25 feet to 50 feet
L. Increased Supplementary Payments
   • Cost for bail bonds increased to $2,500
   • Loss of earnings increased to $500 per day
M. Knowledge and Notice of Occurrence
   or Offense
N. Unintentional Omission
O. Reasonable Force – Bodily Injury or
   Property Damage

B. DAMAGE TO PREMISES RENTED TO YOU
   EXTENSION
   1. The last paragraph of COVERAGE A. BOD-
      ILY INJURY AND PROPERTY DAMAGE LI-
      ABILITY (Section I – Coverages) is deleted
      and replaced by the following:
      Exclusions c. through n. do not apply to damage
to premises while rented to you, or tempo-
arily occupied by you with permission of the
owner, caused by:
      a. Fire;
      b. Explosion;
      c. Lightning;
      d. Smoke resulting from such fire, explosion,
or lightning; or
      e. Water.
      A separate limit of insurance applies to this
coverage as described in LIMITS OF INSUR-
ANCE (Section III).
   2. This insurance does not apply to damage to
   premises while rented to you, or temporarily
occupied by you with permission of the owner, caused by:

a. Rupture, bursting, or operation of pressure relief devices;

b. Rupture or bursting due to expansion or swelling of the contents of any building or structure, caused by or resulting from water;

c. Explosion of steam boilers, steam pipes, steam engines, or steam turbines.

3. Part 6. of LIMITS OF INSURANCE (Section III) is deleted and replaced by the following:

Subject to 5. above, the Damage To Premises Rented To You Limit is the most we will pay under COVERAGE A. for damages because of "property damage" to any one premises while rented to you, or temporarily occupied by you with permission of the owner, caused by fire, explosion, lightning, smoke resulting from such fire, explosion, or lightning, or water. The Damage To Premises Rented To You Limit will apply to all damage proximately caused by the same "occurrence", whether such damage results from fire, explosion, lightning, smoke resulting from such fire, explosion, or lightning, or water, or any combination of any of these.

The Damage To Premises Rented To You Limit will be the higher of:

a. $300,000; or

b. The amount shown on the Declarations for Damage To Premises Rented To You Limit.

4. Under DEFINITIONS (Section V), Paragraph a. of the definition of "insured contract" is amended so that it does not include that portion of the contract for a lease of premises that indemnifies anyone person or organization for damage to premises while rented to you, or temporarily occupied by you with permission of the owner, caused by:

a. Fire;

b. Explosion;

c. Lightning;

d. Smoke resulting from such fire, explosion, or lightning; or

e. Water.

5. This Provision B. does not apply if coverage for Damage To Premises Rented To You of

COVERAGE A. BODILY INJURY AND PROPERTY DAMAGE LIABILITY (Section I – Coversages) is excluded by endorsement.

C. BLANKET WAIVER OF SUBROGATION

We waive any right of recovery we may have against any person or organization because of payments we make for injury or damage arising out of premises owned or occupied by or rented or loaned to you; ongoing operations performed by you or on your behalf, done under a contract with that person or organization; "your work"; or "your products". We waive this right where you have agreed to do so as part of a written contract, executed by you prior to loss.

D. BLANKET ADDITIONAL INSURED – MANAGERS OR LESSORS OF PREMISES

WHO IS AN INSURED (Section II) is amended to include as an insured any person or organization (referred to below as "additional insured") with whom you have agreed in a written contract, executed prior to loss, to name as an additional insured, but only with respect to liability arising out of the ownership, maintenance or use of that part of any premises leased to you, subject to the following provisions:

1. Limits of Insurance. The limits of insurance afforded to the additional insured shall be the limits which you agreed to provide, or the limits shown on the Declarations, whichever is less.

2. The insurance afforded to the additional insured does not apply to:

a. Any "occurrence" that takes place after you cease to be a tenant in that premises;

b. Any premises for which coverage is excluded by endorsement; or

c. Structural alterations, new construction or demolition operations performed by or on behalf of such additional insured.

3. The insurance afforded to the additional insured is excess over any valid and collectible insurance available to such additional insured, unless you have agreed in a written contract for this insurance to apply on a primary or contributory basis.

E. BLANKET ADDITIONAL INSURED – LESSOR OF LEASED EQUIPMENT

WHO IS AN INSURED (Section II) is amended to include as an insured any person or organization (referred to below as "additional insured") with
whom you have agreed in a written contract, executed prior to loss, to name as an additional insured, but only with respect to their liability arising out of the maintenance, operation or use by you of equipment leased to you by such additional insured, subject to the following provisions:

1. Limits of Insurance. The limits of insurance afforded to the additional insured shall be the limits which you agreed to provide, or the limits shown on the Declarations, whichever is less.

2. The insurance afforded to the additional insured does not apply to:
   a. Any "occurrence" that takes place after the equipment lease expires; or
   b. "Bodily injury" or "property damage" arising out of the sole negligence of such additional insured.

3. The insurance afforded to the additional insured is excess over any valid and collectible insurance available to such additional insured, unless you have agreed in a written contract for this insurance to apply on a primary or contributory basis.

F. INCIDENTAL MEDICAL MALPRACTICE

1. The definition of "bodily injury" in DEFINITIONS (Section V) is amended to include "Incidental Medical Malpractice injury".

2. The following definition is added to DEFINITIONS (Section V):

   "Incidental medical malpractice injury" means bodily injury, mental anguish, sickness or disease sustained by a person, including death resulting from any of these at any time, arising out of the rendering of, or failure to render, the following services:
   a. Medical, surgical, dental, laboratory, x-ray or nursing service or treatment, advice or instruction, or the related furnishing of food or beverages;
   b. The furnishing or dispensing of drugs or medical, dental, or surgical supplies or appliances; or
   c. First aid.
   d. "Good Samaritan services". As used in this Provision F., "Good Samaritan services" are those medical services rendered or provided in an emergency and for which no remuneration is demanded or received.

3. Paragraph 2.a.(1)(d) of WHO IS AN INSURED (Section II) does not apply to any registered nurse, licensed practical nurse, emergency medical technician or paramedic employed by you, but only while performing the services described in paragraph 2. above and while acting within the scope of their employment by you. Any "employees" rendering "Good Samaritan services" will be deemed to be acting within the scope of their employment by you.

4. The following exclusion is added to paragraph 2. Exclusions of COVERAGE A. - BODILY INJURY AND PROPERTY DAMAGE LIABILITY (Section I - Coverages):

   (This insurance does not apply to:) Liability arising out of the willful violation of a penal statute or ordinance relating to the sale of pharmaceuticals by or with the knowledge or consent of the insured.

5. For the purposes of determining the applicable limits of insurance, any act or omission, together with all related acts or omissions in the furnishing of the services described in paragraph 2. above to any one person, will be considered one "occurrence".

6. This Provision F. does not apply if you are in the business or occupation of providing any of the services described in paragraph 2. above.

7. The insurance provided by this Provision F. shall be excess over any other valid and collectible insurance available to the insured, whether primary, excess, contingent or on any other basis, except for insurance purchased specifically by you to be excess of this policy.

G. PERSONAL INJURY - ASSUMED BY CONTRACT

1. The Contractual Liability Exclusion in Part 2., Exclusions of COVERAGE B. PERSONAL AND ADVERTISING INJURY LIABILITY (Section I - Coverages) is deleted and replaced by the following:

   (This insurance does not apply to:)

   Contractual Liability

   "Advertising injury" for which the insured has assumed liability in a contract or agreement. This exclusion does not apply to liability for
damages that the insured would have in the absence of the contract of agreement.

2. Subparagraph f. of the definition of "insured contract" (DEFINITIONS — Section V) is deleted and replaced by the following:

f. That part of any other contract or agreement pertaining to your business (including an indemnification of a municipality in connection with work performed for a municipality) under which you assume the tort liability of another party to pay for "bodily injury," "property damage" or "personal injury" to a third party or organization. Tort liability means a liability that would be imposed by law in the absence of any contract or agreement.

3. This Provision G. does not apply if COVERAGE B. PERSONAL AND ADVERTISING INJURY LIABILITY is excluded by endorsement.

H. EXTENSION OF COVERAGE — BODILY INJURY

The definition of "bodily injury" (DEFINITIONS — Section V) is deleted and replaced by the following:

"Bodily injury" means bodily injury, mental anguish, mental injury, shock, fright, disability, humiliation, sickness or disease sustained by a person, including death resulting from any of these at any time.

I. INJURY TO CO-EMPLOYEES AND CO-VOLUNTEER WORKERS

1. Your "employees" are insureds with respect to "bodily injury" to a co-"employee" in the course of the co-"employee's" employment by you, or to your "volunteer workers" while performing duties related to the conduct of your business, provided that this coverage for your "employees" does not apply to acts outside the scope of their employment by you or while performing duties unrelated to the conduct of your business.

2. Your "volunteer workers" are insureds with respect to "bodily injury" to a co-"volunteer worker" while performing duties related to the conduct of your business, or to your "employees" in the course of the "employee's" employment by you, provided that this coverage for your "volunteer workers" does not apply while performing duties unrelated to the conduct of your business.

3. Subparagraphs 2.a.(1)(a), (b) and (c) and 3.a. of WHO IS AN INSURED (Section I) do not apply to "bodily injury" for which insurance is provided by paragraph 1. or 2. above.

J. AIRCRAFT CHARTERED WITH CREW

1. The following is added to the exceptions contained in the Aircraft, Auto Or Watercraft Exclusion in Part 2., Exclusions of COVERAGE A. BODILY INJURY AND PROPERTY DAMAGE LIABILITY (Section I—Coverages):

(1) Aircraft chartered with crew to any insured.

2. This Provision J. does not apply if the chartered aircraft is owned by any insured.

3. The insurance provided by this Provision J. shall be excess over any other valid and collectible insurance available to the insured, whether primary, excess, contingent or on any other basis, except for insurance purchased specifically by you to be excess of this policy.

K. NON-OWNED WATERCRAFT

1. The exception contained in Subparagraph (2) of the Aircraft, Auto Or Watercraft Exclusion in Part 2., Exclusions of COVERAGE A. BODILY INJURY AND PROPERTY DAMAGE LIABILITY (Section I—Coverages) is deleted and replaced by the following:

(2) A watercraft you do not own that is:

(a) Fifty feet long or less; and

(b) Not being used to carry persons or property for a charge;

2. This Provision K. applies to any person who, with your expressed or implied consent, either uses or is responsible for the use of a watercraft.

3. The insurance provided by this Provision K. shall be excess over any other valid and collectible insurance available to the insured, whether primary, excess, contingent or on any other basis, except for insurance purchased specifically by you to be excess of this policy.

L. INCREASED SUPPLEMENTARY PAYMENTS

Parts b. and d. of SUPPLEMENTARY PAYMENTS — COVERAGES A AND B (Section I—Coverages) are amended as follows:

1. In Part b. the amount we will pay for the cost of bail bonds is increased to $2500.
2. In Part d, the amount we will pay for loss of earnings is increased to $500 a day.

M. KNOWLEDGE AND NOTICE OF OCCURRENCE OR OFFENSE

1. The following is added to COMMERCIAL GENERAL LIABILITY CONDITIONS (Section IV), paragraph 2. (Duties In The Event of Occurrence, Offense, Claim or Suit):

   Notice of an "occurrence" or of an offense which may result in a claim under this insurance shall be given as soon as practicable after knowledge of the "occurrence" or offense has been reported to any insured listed under Paragraph 1. of Section II – Who Is An Insured or an "employee" (such as an insurance, loss control or risk manager or administrator) designated by you to give such notice.

   Knowledge by other "employee(s)" of an "occurrence" or of an offense does not imply that you also have such knowledge.

2. Notice shall be deemed prompt if given in good faith as soon as practicable to your workers’ compensation insurer. This applies only if you subsequently give notice to us as soon as practicable after any insured listed under Paragraph 1. of Section II – Who Is An Insured or an "employee" (such as an insurance, loss control or risk manager or administrator) designated by you to give such notice discovers that the "occurrence", offense or claim may involve this policy.

3. However, this Provision M. does not apply as respects the specific number of days within which you are required to notify us in writing of the abrupt commencement of a discharge, release or escape of "pollutants" which causes "bodily injury" or "property damage" which may otherwise be covered under this policy.

N. UNINTENTIONAL OMISSION

The following is added to COMMERCIAL GENERAL LIABILITY CONDITIONS (Section IV), paragraph 6. (Representations):

The unintentional omission of, or unintentional error in, any information provided by you shall not prejudice your rights under this insurance. However, this Provision N. does not affect our right to collect additional premium or to exercise our right of cancellation or nonrenewal in accordance with applicable state insurance laws, codes or regulations.

O. REASONABLE FORCE – BODILY INJURY OR PROPERTY DAMAGE

The Expected Or Intended Injury Exclusion in Part 2., Exclusions of COVERAGE A. BODILY INJURY AND PROPERTY DAMAGE LIABILITY (Section I – Coverages) is deleted and replaced by the following:

(This insurance does not apply to:)

Expected or Intended Injury or Damage

"Bodily injury" or "property damage" expected or intended from the standpoint of the insured. This exclusion does not apply to "bodily injury" or "property damage" resulting from the use of reasonable force to protect persons or property.
THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

OTHER INSURANCE – ADDITIONAL INSURED

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART

PROVISIONS

COMMERCIAL GENERAL LIABILITY CONDITIONS (Section IV), Paragraph 4. (Other Insurance), is amended as follows:

1. The following is added to Paragraph a. Primary Insurance:

   However, if you specifically agree in a written contract or written agreement that the insurance provided to an additional insured under this Coverage Part must apply on a primary basis, or a primary and non-contributory basis, this insurance is primary to other insurance that is available to such additional insured which covers such additional insured as a named insured, and we will not share with that other insurance, provided that:

   a. The "bodily injury" or "property damage" for which coverage is sought occurs; and

   b. The "personal injury" or "advertising injury" for which coverage is sought arises out of an offense committed subsequent to the signing and execution of that contract or agreement by you.

2. The first Subparagraph (2) of Paragraph b. Excess Insurance regarding any other primary insurance available to you is deleted.

3. The following is added to Paragraph b. Excess Insurance, as an additional subparagraph under Subparagraph (1):

   That is available to the insured when the insured is added as an additional insured under any other policy, including any umbrella or excess policy.
ute by limits. Under this method, each insurer’s share is based on the ratio of its applicable limit of insurance to the total applicable limits of insurance of all insurers.

5. Premium Audit
   a. We will compute all premiums for this Coverage Part in accordance with our rules and rates.
   b. Premium shown in this Coverage Part as advance premium is a deposit premium only. At the close of each audit period we will compute the earned premium for that period and send notice to the first Named Insured. The due date for audit and retrospective premiums is the date shown as the due date on the bill. If the sum of the advance and audit premiums paid for the policy period is greater than the earned premium, we will return the excess to the first Named Insured.
   c. The first Named Insured must keep records of the information we need for premium computation, and send us copies at such times as we may request.

6. Representations
   By accepting this policy, you agree:
   a. The statements in the Declarations are accurate and complete;
   b. Those statements are based upon representations you made to us; and
   c. We have issued this policy in reliance upon your representations.

7. Separation Of Insureds
   Except with respect to the Limits of Insurance, and any rights or duties specifically assigned in this Coverage Part to the first Named Insured, this insurance applies:
   a. As if each Named Insured were the only Named Insured; and
   b. Separately to each insured against whom claim is made or "suit" is brought.

8. Transfer Of Rights Of Recovery Against Others To Us
   If the insured has rights to recover all or part of any payment we have made under this Coverage Part, those rights are transferred to us. The insured must do nothing after loss to impair them. At our request, the insured will bring "suit" or transfer those rights to us and help us enforce them.

9. When We Do Not Renew
   If we decide not to renew this Coverage Part, we will mail or deliver to the first Named Insured shown in the Declarations written notice of the nonrenewal not less than 30 days before the expiration date.
   If notice is mailed, proof of mailing will be sufficient proof of notice.

SECTION V – DEFINITIONS

1. "Advertisement" means a notice that is broadcast or published to the general public or specific market segments about your goods, products or services for the purpose of attracting customers or supporters. For the purposes of this definition:
   a. Notices that are published include material placed on the Internet or on similar electronic means of communication; and
   b. Regarding web-sites, only that part of a web-site that is about your goods, products or services for the purposes of attracting customers or supporters is considered an advertisement.

2. "Auto" means a land motor vehicle, trailer or semitrailer designed for travel on public roads, including any attached machinery or equipment. But "auto" does not include "mobile equipment".

3. "Bodily injury" means bodily injury, sickness or disease sustained by a person, including death resulting from any of these at any time.

4. "Coverage territory" means:
   a. The United States of America (including its territories and possessions), Puerto Rico and Canada;
   b. International waters or airspace, but only if the injury or damage occurs in the course of travel or transportation between any places included in a. above; or
   c. All other parts of the world if the injury or damage arises out of:
      (1) Goods or products made or sold by you in the territory described in a. above;
      (2) The activities of a person whose home is in the territory described in a. above, but is away for a short time on your business; or
      (3) "Personal and advertising injury" offenses that take place through the Internet or similar electronic means of communication.
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Kidman Law LLP is honored to have been invited to submit this proposal to provide legal services to Mesa Water District ("District"). We are committed to deliver exceptional, responsive legal service to the District.

**Introduction to the firm**

Kidman Law is a boutique firm that specializes in advice to, and representation of, retail water service providers. The firm employs four attorneys with significant years of experience as outlined both below and in their respective resumes. All Kidman Law attorneys are prepared to provide legal service to the District. The firm is located in Irvine, approximately 15 minutes from the District’s office.

**Strength and stability of the firm**

Mr. Kidman has represented retail water service providers, including county water districts, for over forty years. Mr. Kidman and his partner, Andrew B. Gagen, have successfully teamed to represent Kidman Law clients for the past several years. On the strength of the specialized experience and qualifications of its lawyers, which are described below, Kidman Law will continue to represent its clients for many more years to come.

Kidman Law specializes in the fields of water, environment, and government. Although we have broader general legal training and knowledge, we do not accept clients in fields other than retail water supply. The strength and stability of Kidman Law is led by Mr. Kidman and his wealth of knowledge and experience.

**Overview of the firm’s capabilities in scope**

**General Counsel Services**

Kidman Law provides legal services exclusively to Southern California public water agencies, which include support on day-to-day matters, major project formation and implementation, and litigation. Kidman Law attorneys are experts in each of the practice areas listed in the District’s Request for Proposal, including:

- Retail water distribution.
- Procurement of public works, services, and supplies, and preparation of resolutions, ordinances, and contract documents.
KIDMAN LAW LLP

- Water rights, including groundwater hydrology and management, and groundwater contamination and remediation.
- Major capital improvement projects and construction, including water treatment facilities, transmission/trunk pipelines, and desalination.

Mr. Kidman has practiced water rights law before state and federal courts in California as well as the SWRCB and RWQCB. He is well known and highly regarded on water related legal and legislative issues and can provide the District’s Board and staff with insights and access to public officials who can assist with the District’s programs and policies. Mr. Kidman served for more than forty-two years on ACWA committees and frequently advises clients on statewide water issues.

Mr. Kidman has actively engaged in legal matters related to water resource management, including imported water, recycled water, seawater desalination, and groundwater. He is intimately familiar with the regulatory and funding agencies, governing bodies, and management staffs relevant to the District’s governance and operations. Kidman Law attorneys are closely involved with, and have a strong understanding of, the Governor’s 2014 drought emergency declarations and the more recent SWRCB emergency water conservation regulations, which directly affect the District’s policies and rates. Kidman Law attorneys recently helped their water district clients prepare their respective drought penalty ordinances and revise their water shortage ordinances.

Kidman Law attorneys are thoroughly versed in water pricing and rate setting policies and legal requirements which uniquely affect local retail water distribution utilities. In addition, we recently assisted several water districts clients to restructure their water rates in partial response to the State’s conservation mandate; this assistance included compliance with Prop 218 and the San Juan Capistrano Taxpayers Assoc. v. City of San Juan Capistrano decision.

Litigation Capabilities

Kidman Law attorneys have litigated water rights, environmental and local government issues in State and Federal trial courts, and appellate courts, throughout California. Recently, Kidman Law litigated a bench trial on behalf of a water district client. In a case that made statewide news, a local taxpayer association filed a petition to compel the water district to place a referendum on the ballot in an attempt to repeal its water rate restructure. The Court ruled in favor of the water district, ruling that a rate resolution is not subject to a referendum that would interfere with the revenue necessary to provide essential government service. Mesa Water District collaborated with Kidman Law and our client in order to prepare an amicus letter in support of the water district.

Earlier this year, Kidman Law litigated a seven-week complex eminent domain jury trial where the property owners claimed $2.65 million in severance damages for two sewer tunnel easements underneath a multi-million dollar coastal bluff property. The case involved substantial expert witness testimony related to complex geotechnical and environmental issues
pertaining to the public project. The jury awarded the property owners less than one percent ($25,000) of the $2.65 million claim.

**Interagency Collaboration**

Kidman Law attorneys are well known throughout the California water resources community and have vast experience in collaborating with other water agencies and the small community of water lawyers in the State. Kidman Law attorneys have established, and commonly work with, joint agencies regarding water storage, transmission, and treatment projects. Often times this collaboration has been in the context of large scale litigation.

For example, Kidman Law attorneys recently collaborated with a dozen other agencies, meeting weekly for several months, in order to, among other things, reset the safe yield in the water rights adjudication in the Chino Basin. Similarly, Kidman Law collaborated with ACWA JPIA and its trial counsel and special counsel in order to navigate Kidman Law’s client through a multi-million dollar ‘inverse condemnation’ action and related insurance bad faith lawsuit, which resulted from the 2008 Freeway Complex Fire.

In another current example, Kidman Law is collaborating with several groundwater producers in the “Orange County Basin” (including Mesa Water District) in opposition to a lawsuit brought by Irvine Ranch Water District against OCWD. Other examples of collaboration in the litigation context are cases involving the County of Orange Bankruptcy and the CEQA challenge to OCWD’s lifting of its annexation moratorium.

**Engagements similar to this scope of work.**

Mr. Kidman’s entire career has been dedicated to engagements similar in scope to Mesa Water District’s RFP. More specifically, Kidman Law currently serves as General Counsel to three different county water districts, which are Yorba Linda Water District, Monte Vista Water District, and South Coast Water District. Although no two water districts are exactly the same, these three engagements mirror both the District’s scope of work in Appendix C and the objective of the District’s Mission Statement which Kidman Law understands to be: “Dedicated to Satisfying our Community’s Water Needs.” The point of contact for all three Kidman Law engagements are as follows:

1. **Marc Marcantonio, General Manager**  
   **Yorba Linda Water District**  
   1717 E. Miraloma Avenue  
   Placentia, California 91763  
   Phone: (714) 701-3020  
   Email: mmarcantonio@ylwd.com

2. **Mark Kinsey, General Manager**  
   **Monte Vista Water District**  
   10575 Central Avenue  
   Montclair, California 91763
3. Andy Brunhart, General Manager  
South Coast Water District  
31592 West Street  
Laguna Beach, CA 92651-6907  
Phone: (949) 499-4555, ext. 3160  
Email:.abrunhart@scwd.org

In addition to the foregoing water districts, during the past five years, Kidman Law attorneys have provided similar or relevant water-related legal services to:

- City La Habra  
- City of La Verne  
- Elsinore Valley Municipal Water District  
- Yuima Municipal Water District  
- San Gabriel Basin Water Quality Authority

Beyond the five-year time frame, Kidman Law attorneys have also provided water-related legal services to: Mesa Consolidated Water District, Orange County Water District, Cities of Cerritos, Downey, and Signal Hill (jointly), Arrowhead Lake Association, the City of Barstow and Golden State Water Company (jointly), Cachuma Conservation Release Board, Pauma Valley Water Company, Rancho California Water District, Santiago County Water District, Three Valleys Municipal Water District, Upper San Gabriel Valley Basin Municipal Water District, Santa Clara Valley Water District, and Castaic Lake Water Agency.

Provide reasoning why the prospective firm would be the best choice for providing services as described in the RFP for Mesa Water.

Kidman Law has developed the unique expertise and skill set to advise and represent local retail water suppliers, particularly county water districts such as Mesa Water District. This expertise includes a working knowledge of not just the legal, but planning, operations, and finance functions involved in providing retail water service. The ‘rubber meets the road’ on many water supply issues, including, but not limited to, water quality assurance, fire suppression services, distribution systems, rate setting, billing and customer service. These issues are not present, or not as immediate, to non-retail water suppliers.

As a bonus, Mr. Kidman previously provided both general and special counsel services to the, then, Costa Mesa County Water District and the Mesa Consolidated Water District. He also is a past president of the Costa Mesa Chamber of Commerce and previously had law offices in Costa Mesa for 36 years.

Please list all current or former clients, including pro bono, with real property ownership, residence or principal place of business within the boundaries of Mesa Water District within the last three years.
Kidman Law does not represent, and has not represented, any clients within the boundaries of the District within the past three years. Mr. Kidman is related by marriage to an employee of the Costa Mesa Chamber of Commerce.

Provide a list all public clients for which you or your firm currently provide services under a fee for services basis or on a retainer basis.

Kidman Law currently provides legal services to:

- Yorba Linda Water District (general and special legal services)
- South Coast Water District (general and special legal services)
- Monte Vista Water District (general and special legal services)
- Cities of La Habra and La Verne (special legal services)

Identify any foreseeable or potential conflicts of interest which would result from such representation and the manner in which such conflicts would be resolved.

Kidman Law does not currently represent any public or private person or entity with overlapping jurisdiction of, or other substantial interface with, the District which would constitute an ethical conflict of interest if the firm were to represent the District.

Identify if the firm or any of the attorneys employed by the firm, have ever been sued by special districts, local governments, local governments or other clients for malpractice and/or been the subject of complaints filed with the State Bar or had discipline imposed by the State Bar. Please provide information on the nature of the incident, the date(s) when the matter began and concluded, and the results of the matter.

Neither Kidman Law LLP nor any of its attorneys have ever been sued for malpractice or subject to a complaint filed with the State Bar.

Identify other “value-added” qualifications or services, if any, which have not been listed in this RFP that you feel Mesa Water should consider when making its selection. Such services would include those which could be made available to the Board, General Manager or staff at no cost or at a significantly reduced cost.

Kidman Law has extensive experience, including eminent domain experience, in representing retail water utilities in connection with the use of public rights of way and easements across private property for water infrastructure projects. Kidman Law also has extensive experience in representing water supply agencies to provide solutions to financing and establish public water supply infrastructure necessary to support land development projects.
2. STAFF EXPERIENCE AND AVAILABILITY

Kidman Law proposes Arthur G. Kidman, an AV-Preeminent™ rated expert in public law and water law, to serve as the partner-in-charge and act as District Counsel. He will personally provide or oversee others who provide legal services to the District. Mr. Kidman is available to attend District Board meetings and workshops as requested. Mr. Kidman has advised and represented water agencies for over 42 years in all areas of water, environmental, and local government law. Mr. Kidman’s experience includes all areas listed in the District’s RFP.

Kidman Law proposes Andrew B. Gagen to act as Assistant District Counsel, who will regularly attend District Board meetings and workshops. Mr. Gagen has 16 years of legal experience, including exclusive representation of water agencies for the past 5 years.

Included in this Proposal are the resumes for all four Kidman Law attorneys, which are attached in Appendix A. All Kidman Law attorneys are available to provide the services requested in the District’s RFP. Kidman Law attorneys are:

<table>
<thead>
<tr>
<th>Attorney</th>
<th>Title</th>
<th>Years of Experience</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arthur G. Kidman</td>
<td>Managing Partner</td>
<td>42</td>
</tr>
<tr>
<td>Andrew B. Gagen</td>
<td>Partner</td>
<td>16</td>
</tr>
<tr>
<td>Kari Nieblas-Vozenilek</td>
<td>Of Counsel</td>
<td>10</td>
</tr>
<tr>
<td>Steven R. Guess</td>
<td>Associate</td>
<td>6</td>
</tr>
</tbody>
</table>

Kidman Law attorneys are trained for the express purpose of serving as legal counsel to retail water providers. All Kidman Law attorneys are experienced and ready to serve.

Biographical Resumes

ARTHUR G. KIDMAN

Mr. Kidman is an AV-Preeminent™ rated attorney with forty two years of concentrated practice representing local agency water suppliers. He has served as general and special counsel to a variety of public and private water supply, government entities, and private landowners on a full range of water related matters.

Governmental Law: From the beginning of his practice, Mr. Kidman has provided General Counsel services to a variety of local water agencies, including advice and representation in all aspects of local agency governance and operation, open meeting laws, public records, public official ethics and other governing body protocols. With a particular expertise in retail water distribution, Mr. Kidman advises clients on the complex issues that arise in connection with rate setting, customer service, water infrastructure development agreements and water infrastructure financing.
Mr. Kidman has created new public agencies through legislation and has handled numerous special district governance issues involving LAFCO, including annexations, consolidations, other changes of organization and Municipal Service Reviews. Mr. Kidman has represented joint powers agencies as general counsel and helped to put together numerous joint agency projects for major water and waste water treatment plants and transmission mains.

Legislation: Mr. Kidman served for more than forty years on the ACWA State Legislative Committee and frequently advises clients on legislative measures. He has prepared legislation on behalf of clients, including the Uniform Standby Charge Procedures Act (California Government Code §§ 54984 et seq.) and the San Gabriel Basin Water Quality Authority Act (Chapter 776 of the Statutes of 1992). He has worked extensively on a variety of legislative and litigation matters involving Prop 13, Prop 218, Prop 1A, and other revenue measures impacting local governments. He was the lead co-author on behalf of ACWA for the publication entitled: Water Supply and Land Use Approvals, A user’s guide to 2001 legislation including SB 221 (Kuehl) and SB 610 (Costa).

Water Law: Mr. Kidman provides advice and litigation counsel services to cities, water districts, water companies, and private landowners on water rights matters involving both surface and groundwater resources, including groundwater storage programs. He has practiced water rights law before state and federal courts in California as well as the SWRCB and RWQCB. His expertise includes the creation, financing, permitting and construction of complex multiagency water acquisition, transmission, treatment, storage and distribution projects. He is familiar with the nuts and bolts of local water supply, including rate setting, pipeline rights of way, health department requirements, and water conservation programs.

Environmental Law: In addition to providing regular advice to clients on all aspects of the CEQA, Mr. Kidman has significant experience working with the federal Superfund law as it related to groundwater contamination and cleanup. He also has worked extensively with the federal Endangered Species Act, Clean Water Act and Safe Drinking Water Act and the companion California laws.

ANDREW B. GAGEN

Mr. Gagen serves as General Counsel during Board of Directors’ meetings for two of the firm’s General Counsel clients. Mr. Gagen regularly provides advice and representation in many aspects of local agency governance and operation, including Public Records Act requests, contract preparation, FPPC compliance, and Brown Act compliance.

Mr. Gagen also represents Kidman Law’s clients with their litigation needs, including the defense of claims for violation of water rights, inverse condemnation, eminent domain, and breach of contract. Mr. Gagen’s representation includes attending settlement conferences and hearings in state and federal court, and preparing court documents (motions and pleadings) in support of, or in opposition to, the aforementioned claims.
Prior to joining Kidman Law, Mr. Gagen practiced toxic tort litigation and business litigation for 10 years, which fully developed his skills as a civil litigator. Mr. Gagen is also a seasoned negotiator as evidenced by the 100+ settlement conferences that he has attended during his 16 years of practice. Each of these settlement conferences involved multi-party and complex science-based issues.

**KARI NIEBLAS-VOZENILEK**

Ms. Vozenilek provides advice to, and representation of, Kidman Law clients in many aspects of local agency governance and operation, including CEQA compliance for an on-going, large-scale desalination facility. She advises on public contract and competitive bidding requirements, permitting for public works projects, easement and encroachment agreements, and obligations under the Brown Act and Public Record Act.

Prior to joining Kidman Law, Ms. Vozenilek represented water agencies, cities, and developers in state and federal court for matters related to environmental law, land use and, water rights and quality. During that time, Ms. Vozenilek gained significant experience in environmental compliance and litigation with expertise in CEQA, the Brown Act, the National Pollutant Discharge Elimination System, and the federal Superfund law.

**STEVEN R. GUESS**

Mr. Guess primarily represents Kidman Law clients in litigation. Mr. Guess has handled all aspects of litigation in a wide array of matters, including: eminent domain and valuation, intellectual property and patent infringement, breach of contract, breach of fiduciary duty, interference with contract and prospective economic advantage, landlord-tenant, disparagement of title, slander, construction defect, products liability, and employment discrimination. Mr. Guess secondarily represents Kidman Law clients in Brown Act and Public Records Act compliance and in transactional matters, including contract review and analysis, and resolving a number of disputes before they become litigation.

Mr. Guess recently served as lead trial counsel in the aforementioned seven-week complex eminent domain jury trial where the property owners claimed $2.65 million in severance damages for two subterranean sewer tunnel easements underneath a multi-million dollar coastal bluff property. The case involved substantial expert witness testimony related to complex geotechnical and environmental issues pertaining to the public project. The jury awarded the property owners less than one percent ($25,000) of the $2.65 million claim.

Mr. Guess also recently argued as lead counsel at the aforementioned bench trial on behalf of a water district. In a case that made statewide news, a local taxpayer association filed a petition to compel the water district to place a referendum on the ballot regarding its water rate restructure. The Court ruled in favor of the water district, ruling that a rate resolution is not subject to a referendum that would interfere with the revenue necessary to provide essential government service.
Describe the firm’s view of the General Legal Counsel’s role in serving Mesa Water and its Board of Directors.

General Counsel is the chief legal officer of the District. The District is the “client”. Kidman Law views its role as responsive to the needs and directions of the client, but with a duty to proactively advise the client of potential pitfalls and emerging opportunities and challenges. Kidman Law also believes the role of legal counsel is to find legal authority, and develop legal strategy, in order to support the District and its efforts to achieve its goals and objectives.

At Board meetings and workshops, the Board and General Manager are the leading actors and Kidman Law is a supporting actor. Our role is to provide legal support either on the spot or at a later time as directed. General Counsel’s role is to be seen and not heard unless there is a scripted role, a direct question, or pitfall to be avoided. That being said, Kidman Law has a wealth of knowledge regarding current legal, policy, legislative, and regulatory developments and is willing and able to share these developments, if any, on a regular basis or only as requested, according to the District’s preference.

Describe how your firm would establish, develop, and maintain an effective working relationship with the Board, General Manager, and management staff and other agencies.

The Board of Directors is the governing body of the District and, when the Board is in session, the General Counsel acts as the legal advisor to the Board. The General Counsel does not represent the Board, per se, or the individual Board members except as specifically related to performance of duties as a director. When the Board is not in session, General Counsel answers to the General Manager. Sometimes the Board President also has Board authority to guide activities of General Counsel.

Representation of a public agency necessarily includes a close working relationship with both the District General Manager and designated staff. We believe an effective working relationship is based upon earned trust, collaboration, and success. We'd appreciate an opportunity to earn this trust.

Describe how your firm will keep Mesa Water informed about the status of litigation and other legal matters.

Kidman Law will maintain constant contact with the General Manager as to the status and developments in legal matters. Kidman Law will consult with the Board president and General Manager, as appropriate, to determine when matters of a legal nature should be brought before the Board. Kidman Law will advise as to whether closed session is permitted under the Brown Act for a particular matter to be discussed with the Board.
Describe the approach used in estimating the costs/benefits prior to initiating litigation or settling cases in litigation.

The decision either to initiate litigation or settle a pending legal matter is both a legal and business decision that will require collaboration between Kidman Law and the District. Evaluation of costs and benefits involve experience and judgment to determine the probability of success and the cost of achieving success. Kidman Law has that experience and judgment to assist the District with that determination.

Describe how the firm evaluates whether to use an attorney within the firm or if an attorney from another firm should handle a case, provide expert advice or provide other needed services.

‘Know thyself’ is Kidman Law’s philosophy. We will not handle a matter that is outside the scope of our expertise, which is described in our attached resumes and throughout this Proposal. Examples of areas of law in which Kidman Law will recommend outside counsel are employment law, insurance law, and public financing matters. However, we have developed trust with outside firms that we can recommend in these areas as needed.

We will consider and recommend that the District obtain special counsel services whenever, in our judgment, the matter is outside our expertise or where the matter involves issues particularly suited to another lawyer or law firm. Kidman Law attorneys are smart, but we are ethically required to know our intellectual limitations and to base our advice and representation on the best interests of the client.

Describe the role Counsel should play with the public and the media.

Counsel’s interaction with the public and media should be minimal and carefully scripted. Interaction with the public and media should be handled by the Board, General Manager, and designated staff. Our role is to provide legal support where requested, such as whether a certain publication or press release may contradict the law.

Describe the standard time frames for response by the primary Counsel to direction and/or inquiry.

Mr. Kidman is readily accessible, which means he has the capacity to provide a response within the time either requested or within the time frame required by the situation. It is not uncommon for Mr. Kidman to send an email response to a client inquiry either late at night or at o’dark-thirty. Technology has made Mr. Kidman and Kidman Law attorneys accessible 24/7. Afterall, if the District is working, so should we.

Describe the process by which the firm would review past legal issues and issues currently facing the District (i.e. how would the firm get up-to-speed quickly and cost effectively).
Kidman Law’s extensive experience with similar water districts will allow it to step into day to day District activities relatively seamlessly. Of course Kidman Law will need to meet with District personnel in order to identify and prioritize its existing legal matters. While we may have recommendations to modify some District legal processes, the default will be business as usual without disruption from legal counsel.

Describe staffing of the firm’s office and include any staffing changes needed should the firm be awarded the contract to provide legal services.

Our office is lean and mean. We have four attorneys and one office manager. We share an executive suite to keep our overhead low. Kidman Law relies on outside vendors for support on an as needed basis. Otherwise, technology has enabled Kidman Law attorneys to be self-sufficient via smart phones, laptop computers, tablets, internet, scanners, and email.

Describe the computer resources and information management systems currently utilized within the firm’s office to ensure rapid and secure exchange of information between the District and Counsel.

Kidman Law utilizes Microsoft Office suite of software, including Microsoft Word and Excel. The security of our information technology is managed and monitored by Aleutian, which is an IT company. Kidman Law attorneys are equipped with smart phones so we are never more than a phone call, email, or text message away from the District.

Describe the systems or mechanisms that would be established for monthly reporting of the status of projects, requests, and litigations.

Status report and update procedures will be tailored to meet the District’s needs. Points of contact will be established between the District and the firm to assure timely and accurate responses to District requests for status updates. In addition, Kidman Law provides detailed and understandable monthly invoices for services, which enable the District and the firm to track the status, and cost, of legal services.

Describe how the firm tracks and manages legal costs to ensure that expenses can be managed by the District.

Kidman Law partners oversee every aspect of legal work provided by the firm to make sure that client needs are met efficiently. We work closely with the General Manager or other designated staff to assure that the scope of work and expected deliverables on every legal project are clearly understood. Our monthly invoices are organized by projects or categories previously identified by the District such as “general”, “property management”, “rate setting”, “water rights”, “IRWD v. OCWD”, etc.

Estimated billing hours per project are available upon request. Detailed invoices describing Kidman Law services provide the client with another opportunity to monitor the progress and cost of legal matters, to ask questions, and to direct course changes.
The contract for this engagement shall incorporate the scope of work defined in Appendix C. The firm may wish to include options and enhancements to the scope of work for Mesa Water’s consideration. Portions of the firm’s proposal may be considered for inclusion into the contract Scope of Work at Mesa Water’s discretion.

The District’s scope of work defined in Appendix C is a perfect match for the qualifications and experience provided by Kidman Law. We have no options or enhancements to it.
APPENDIX A.
RESUMES
ADMITTED

1974, California and U.S. District Court, Southern, Central and Eastern Districts of California.

EDUCATION

- University of Chicago (J.D., 1974)
- Washington State University (B.A., with high honors, 1968)

PUBLISHED CASES

- San Marcos Water Dist. v. San Marcos Unified School Dist. (1986) 42 Cal.3d 154, 720 P.2d 935; 228 Cal.Rptr. 47
- Kern County Water Agency v. Bd. of Supervisors (1979) 91 Cal.App.3d 874, 158 Cal.Rptr. 430

PUBLICATIONS AND PRESENTATIONS

Organizations and Activities

- Orange County Bar Association
  - Masters Division
  - OCBA Foundation, Society of Fellows
- The State Bar of California
  - Member, Sections on: Public Law; Real Property Law
- Association of California Water Agencies
  - Member: State Legislative Committee
  - Member: Legal Affairs Committee
  - Chairman: Attorneys Conference
- Extension Instructor in Water Law, University of California, Irvine
- Costa Mesa Chamber of Commerce
  - President and Board of Directors
- World Affairs Council of Orange County
  - President, Chairman, Board of Trustees, Nominating Committee Chair, Executive Board
  - Attendance Club of Coto de Caza
  - Charter President CHOC Padrinos
  - Board of Directors
ADMITTED

- 2000, State of California
- U.S. District Court, Southern, Central, and Eastern Districts of California

WORK EXPERIENCE

Kidman Law LLP, Irvine, CA  
Partner  
September 2011 – Present  
General and special counsel to public water agencies, including the defense of claims for violation of water rights, inverse condemnation, eminent domain, and breach of contract.

Hatton, Petrie & Stackler, Newport Beach, CA  
Associate  
December 2010 – September 2011  
Complex business litigation, including the prosecution and defense of contract-based claims in both state and federal court.

Wentworth, Paoli & Purdy, LLP, Newport Beach, CA  
Partner  
May 2004 - December 2010  
Toxic tort litigation, including the prosecution of claims for physical injuries and real and personal property damage arising out of exposure to biological and environmental contamination. Secondary responsibilities included the prosecution of claims for premises liability and fire damage.

Hollins • Schechter, Santa Ana, CA  
Associate  
March 2002 – April 2004  
Toxic tort litigation within a mid-size firm, which included the defense of claims for physical injuries and real and personal property damage arising out of exposure to biological and environmental contamination.

Gatzke Dillon & Ballance LLP, Carlsbad, CA  
Associate  
April 2000 – February 2002  
Litigation and planning support to the County of Orange regarding the closure and reuse of MCAS El Toro, particularly the EIR and public comment process under CEQA/NEPA.

EDUCATION

- Chicago-Kent College of Law, Illinois Institute of Technology (J.D., Certificate Program in Environmental and Energy Law, 2000)
- University of Michigan (B.S. in Natural Resources and Environment, 1997)
PUBLICATION


ORGANIZATIONS

- Orange County Bar Association, Member, Environmental Law Section
KARI NIEBLAS-VOZENILEK
OF COUNSEL

ADMITTED

• 2006, State of California

WORK EXPERIENCE

Kidman Law LLP, Irvine, CA
Of Counsel
March 2016 – Present
Representation of firm clients in many aspects of local agency governance and operation, including Brown Act and CEQA compliance, public contract and competitive bidding requirements, permitting for public works projects, and easement and encroachment agreements.

Brownstein, Hyatt, Farber, Schreck, Los Angeles, CA
Senior Associate/Contract Attorney
November 2008 – February 2016
Attorney in Natural Resources, Litigation and Real Estate groups of national law firm. Focus on environmental law, land use, water rights and quality, and real estate development. Significant experience in environmental compliance transactional and litigation work in state and federal court, with expertise in the California Environmental Quality Act, the Ralph. M. Brown Act, the National Pollutant Discharge Elimination System, the Comprehensive Environmental Response Compensation and Liability Act,

Jackson, DeMarco, Tidus & Peckenpaugh, Irvine, CA
Associate
October 2007- October 2008
Attorney in Land Use/Environmental and Litigation departments of full-service law firm. Engaged in broad-based land use and environmental practice, including CEQA litigation; due diligence for residential subdivision property; draft EIR comment letters; and research re local regional Multiple Species Habitat Conservation Plan. Assisted in arbitration of real property purchase agreement dispute involving Subdivision Map Act. Navigated environmental clean-up and disposal of PCB contaminated material following spill on residential property, including settlement negotiation. Negotiated disputes over privilege exemptions under the Public Records Act. Further experience in civil litigation, including motions, pleadings, discovery, preparing for and defending depositions, and client communication.

Kevin K. Johnson APLC, San Diego, CA
Associate
September 2006 – September 2007
Boutique firm specializing in civil litigation defense of financial institutions and environmental and land use litigation. Assisted in CEQA litigation, including drafting briefs and orchestrating compilation of administrative record.

EDUCATION
• University of California, Davis, King Hall School of Law (J.D., 2006)
• University of California, Los Angeles (B.A. in Psychology, 2002)

INTERNSHIPS AND EXTERNSHIPS

• Honorable Judge Michael B. Orfield, Superior Court of California, County of San Diego.
• California Department of Water Resources.

PUBLICATIONS


• “CEQA and Assembly Bill 32: Environmental Review and Mitigation of Greenhouse Gas Emissions Impacts” distributed at Los Angeles Port Authority lecture, February, 2008.


ORGANIZATIONS AND ACTIVITIES

• Los Angeles County Bar Association,
• Orange County Bar Association
ADMITTED
2010, State of California

WORK EXPERIENCE

Kidman Law LLP, Irvine, CA  
Associate  
December 2015 – Present  
Represents firm clients both with their litigation needs, including the defense of claims for violation of water rights, Brown Act, Public Records Act, eminent domain, and breach of contract, and in transactional matters, including contract review and analysis.

Palmieri, Tyler, Wiener, & Waldron, LLP, Irvine, CA  
Associate  
October 2012 – October 2015  
Areas of Practice: Business Litigation, Eminent Domain, Construction Defect, Real Property Litigation, Transactional and Administrative Law.  
Experience dealing with all stages of litigation, including drafting complaints, answers, demurrers, discovery, motions for summary judgment, trial, and appeal.

Cohen & Lord, P.C. Los Angeles, CA  
Associate  
January 2011 - September 2012  
Extensive experience in all stages of litigation, including second chair in successful trial, and appeals.

EDUCATION

- University of California, Hastings College of Law (J.D., 2010)  
  Hastings Business Law Journal; Editor-in-Chief  
  2009 Traynor Moot Court Competition, Award for Outstanding Achievement in Oral Advocacy  
- University of California, Berkeley (B.A., 2005, Economics and Ancient World History)

JUDICIAL EXTERNSHIPS

- Honorable Stuart Pollak in the California Court of Appeal, First Appellate District  
- Honorable Susan Illston in United States District Court, Northern District of California.

ORGANIZATIONS AND ACTIVITIES
- Legal Aid Society of Orange County, Board of Directors
- American Bar Association, Member,
- Orange County Bar Association, Member
APPENDIX B.
PSA ACCEPTANCE FORM
Appendix B: Professional Services Agreement Acceptance Form

Firm Name: Kidman Law, LLP

Address: 2030 Main Street, Suite 1300

City Irvine State CA Zip Code 92614

Telephone: 714 - 755 - 3100 Fax: 714 - 755 - 3110

I have reviewed the RFP and Professional Services Agreement in their entirety. Our firm will execute the Professional Services Agreement with no exceptions.

Printed name of Authorized Representative: Arthur G. Kidman

Signature of Authorized Representative:

Date: 8-29-16
Proposal Cover Page

- Name of Firm: Lemieux & O’Neill
- Address: 4165 E. Thousand Oaks Blvd., Suite 350
  Westlake Village, CA 91360
- Telephone Number: (805) 495-4770
- Email Address: steve@lemieux-oneill.com
- Website Address: http://lemieux-oneill.com/
- Federal Tax ID Number: 95-2748897
- Organizational Type: S-Corporation
- Number of Years in Business: 21
- Name, title, telephone number and, if different, address of person(s) authorized to represent firm:
  Steven P. O’Neill, Managing Partner
  (805) 495-4770
- Name, title, telephone number and, if different, address of person(s) authorized to sign contracts for the business entity:
  Steven P. O’Neill, Managing Partner
  (805) 495-4770
- Certificate of Insurance showing a minimum of $1 M in Professional Liability Insurance:
  Attached

Dated: 8/26/16

LEMIEUX & O’NEILL

Steven P. O’Neill
Managing Partner
# Proposal Table of Contents

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Section 1. Firm Qualifications and Experience

*Introduction of the firm*

Lemieux & O’Neill and has been representing water districts as general counsel since the 1950s. The firm was founded by Ralph Helm, who participated in the original adjudications for the Central and West Coast Groundwater Basins. Mr. Helm helped to create various water districts in Southern California, including the West Basin Municipal Water District, the Upper San Gabriel Valley Municipal Water District, and many others. Lemieux & O’Neill continues to represent many of these same entities, as well as others, in the Southern California area. Our clients range from small water districts, such as Littlerock Creek Irrigation District and San Gabriel County Water District, all the way up to very large water districts, such as the Eastern Municipal Water District. Currently we have three partners, three associates, and one part-time attorney, in addition to our talented support staff. When additional expertise is needed, we have a cadre of specialists available to serve as associate counsel.

*Strength and stability of firm*

The strength and stability of Lemieux & O’Neill is easily measured through its long-term representation of many of its core clients. Several of the firm’s largest clients were formed by the firm’s predecessors many years ago, and the firm continues to represent them. Examples include the West Basin Municipal Water District (founded in 1947) which was represented by the firm’s predecessors Kenneth Wright and Ralph Helm. We have represented Las Virgenes Municipal Water District since 1969. We have represented most of our other water district clients for over twenty years (San Gabriel County Water District, Valley County Water District, Littlerock Creek Irrigation District, and Big Bear Municipal Water District). Our firm manager has been with the firm sixteen years, and our paralegal has been with the firm twenty-one years. Wayne Lemieux has been with the firm for over 35 years, Steven O’Neill since 1992 and Keith Lemieux since 1995.

*Overview of the firm’s capabilities in scope*

The firm and its predecessors have been practicing water law for almost 70 years. We currently represent surface right holders, groundwater agencies, and several agencies at the forefront of recycled water development. We take great pride in having played an active role in most of the significant groundwater adjudications in Central and Southern California (Main San Gabriel, West Basin, Central Basin, Goleta, Santa Maria, and Antelope Valley). Many of our current clients are groundwater-centric agencies and they are actively involved in compliance with the recently passed Sustainable Groundwater Management Act. Water transfers and related agreements are also part of our practice. Some of our agencies are involved in wastewater treatment, which involves working with regulators on compliance and permitting issues. As counsel for five different Metropolitan member agencies, and two State Water Project contractors, the firm has a great depth of experience in supply issues.

In addition, we are well-versed and very experienced in the municipal law and operational aspects of managing a water district. We have intimate knowledge the Brown Act, conflict rules,
preparation and review of ordinances and resolutions, rate setting, relevant environmental laws, public records issues, public contracting practices, and contract management.

* Description of three to five engagements similar to this scope of work that have been completed for public agencies, water districts, non-profit organizations, or private companies. Include the name of the organization, address, name, email, and telephone number for the organization’s point of contact. Note the relevance of each engagement to the objectives of this engagement.

1. Eastern Municipal Water District
   P. O. Box 8300
   Perris, CA 92572-8300
   Attn: Paul D. Jones, II, P.E., General Manager
   joncsp@emwd.org
   (951) 928-3777

Lemieux & O’Neill serves as general counsel to this agency. Like Mesa Water, Eastern Municipal Water District is a retail water and sewer provider, delivering water and water-related services to approximately 800,000 customers within its service area, which encompasses the Cities of Hemet, Menifee, Moreno Valley, Murrieta, Perris, San Jacinto, Temecula, and unincorporated parts of Riverside County. Eastern relies on a diverse supply portfolio, including local groundwater, recycled water, conservation, and imported water to meet its demands. It is a leader in recycled water development, groundwater desalination, and other alternative supply development strategies. The firm provides a full range of general counsel services, including meeting attendance, document review and drafting, litigation support and legal analysis of a variety of issues.

2. Las Virgenes Municipal Water District
   4232 Las Virgenes Road
   Calabasas, CA 91302
   Attn: David W. Pedersen, General Manager
   dpedersen@lvmwrd.com
   (818) 251-2100

Lemieux & O’Neill serves as general counsel to this agency. Las Virgenes Municipal Water District is a retail agency providing potable water, wastewater treatment, recycled water and biosolids composting to more than 65,000 residents in the cities of Agoura Hills, Calabasas, Hidden Hills, Westlake Village, and unincorporated areas of western Los Angeles County. LVMWD is a Municipal Water District organized and operating pursuant to California Water Code Sections 71000 et seq. We provide Las Virgenes a full range of services.
3. Valley County Water District
14521 E. Ramona Blvd.
Baldwin Park, CA 91706
Attn: Jose Martinez, General Manager
jmacias@vcwd.org
(626) 338-7301

Lemieux & O’Neill serves as general counsel to this agency. Valley County Water District is a county water district providing potable water service to approximately 12,470 water service connections through a production and delivery system covering portions of the City of Baldwin Park, the City of Irwindale, the City of West Covina, and the City of Azusa. Valley County has experienced unique contamination (VOCs, perchlorate) problems over the years, resulting in the loss of six of their 10 wells. Our office has been instrumental in the development of a groundwater cleanup program for the region, with Keith Lemieux serving as lead liaison counsel for the region’s producers and the U.S. EPA.

4. West Basin Municipal Water District
17140 S. Avalon Blvd., Suite 210
Carson, CA 90746-1296
Attn: Richard Nagel, General Manager
richardn@westbasin.org
(310) 217-2411

Lemieux & O’Neill serves as general counsel to this agency. West Basin Municipal Water District provides drinking and recycled water for approximately one million residents in its 185-square mile service area in southwest Los Angeles County. It is the sixth largest water district in California. Steve O’Neill has been instrumental in assisting in the development and growth of the recycled program, which now produces several different classes of recycled water for select customers. Lemieux & O’Neill attends all West Basin committee and board meetings.

5. Upper San Gabriel Valley Municipal Water District
602 E. Huntington Drive, #B
Monrovia, CA 91016
Attn: Shane O. Chapman, General Manager
shane@usgvmwd.org
(626) 443-2297

The Upper San Gabriel Valley Municipal Water District service area covers approximately 144 square miles and includes all or parts of eighteen cities and unincorporated areas in the San Gabriel Valley with more than 950,000 residents. Upper District partners with many public and private entities to provide water supply to residents and businesses within the greater San Gabriel Valley. It is currently engaged in efforts to expand its recycled water service. Mr. O’Neill has provided comprehensive legal support for the development and growth of their recycled water projects.
• Provide reasoning why the prospective firm would be the best choice for providing services as described in the RFP for Mesa Water®

Lemieux & O’Neill would be the best choice of general legal counsel to Mesa Water because we provide expert, value-based services that fully cover the broad range of general legal services required. Our breadth and depth of experience will enable us to promptly and efficiently respond to Mesa Water’s needs.

• Provide a listing of all current or former clients, including pro bono, with real property ownership, residence or principal place of business within the boundaries of Mesa Water District within the last three years

Lemieux & O’Neill does not have any current or former clients with real property ownership, residence, or principal place of business within Mesa Water’s boundaries.

• Provide a list of all public clients for which you or your firm currently provide services under a fee for service basis or on a retainer basis

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<tr>
<th>Municipal Water Districts</th>
<th>County Water Districts</th>
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<td>Big Bear Municipal Water District</td>
<td>La Habra Heights County Water District</td>
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<td>Eastern Municipal Water District</td>
<td>Mariana Ranchos County Water District</td>
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<td>Foothill Municipal Water District</td>
<td>San Gabriel County Water District</td>
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<td>Las Virgenes Municipal Water District</td>
<td>Valley County Water District</td>
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<td>Upper San Gabriel Valley Municipal Water District</td>
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<td>West Basin Municipal Water District</td>
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<th>Irrigation Districts</th>
<th>Cities</th>
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<td>City of Ridgecrest</td>
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<td>Palm Ranch Irrigation District</td>
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<th>Health Care Districts</th>
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<tr>
<td>East Kern Health Care District</td>
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• Identify any foreseeable or potential conflicts of interest which would result from such representation and the manner in which such conflicts would be resolved

Currently the firm does not represent any interests that would result in a conflict with Mesa Water. Anticipating potential conflicts is difficult in the abstract. If one arises, we will immediately take steps to rectify the conflict.
• Identify if the firm or any of the attorneys employed by the firms, have ever been sued by special districts, local governments or other clients for malpractice and/or been the subject of complaints filed with the State Bar or had discipline imposed by the State Bar. Please provide information on the nature of the incident, the date(s) when the matter began and concluded, and the results of the matter.

Not applicable.

• Identify other value-added qualifications or services, if any, which have not been listed in the RFP that you feel Mesa Water® should consider when making its selection. Such services would include those which could be made available to the Board, General Manager or staff at no cost or at a significantly reduced cost.

Our firm does not separately bill for photocopies, postage, secretarial services, long distance calls, or other related “in-house” costs. Legal research costs (within our Westlaw subscription) are not billed to the client. Also, we do not mark-up the costs of any outside service providers, such as attorney services, couriers, etc. Our firm provides periodic legislative updates through a newsletter free of charge to our clients. Our firm provides periodic legal ethics training as required by state law for the board of directors at no additional cost.
Section 2. Staff Experience and Availability

This section should introduce the key staff that the firm shall commit to the engagement. The section shall include:

- A listing or organizational chart that shows the primary General Legal Counsel and each attorney(s) proposed that are anticipated to play a significant role in ongoing or special legal services to Mesa Water®.

![Organizational Chart]

- Biographical resumes of each attorney and a statement that the proposed attorneys are available to perform requested work. Include resumes in Appendix A to the Firm’s proposal, which will not be included in the page count (limit each resume to two (2) pages).

Steven P. O’Neill, Managing Partner
Admitted to California State Bar December, 1989 (Full resume in Appendix A)

Mr. O’Neill has served as general counsel for the West Basin Municipal Water District since 1998. He currently also represents the Eastern Municipal Water District, the Upper San Gabriel Valley Municipal Water District, and others.

W. Keith Lemieux, Partner
Admitted to California State Bar December, 1992 (Full resume in Appendix A)

Mr. Lemieux has served as general counsel for Valley County Water District, Littlerock Creek Irrigation District, and Palm Ranch Irrigation District for more than 15 years. He also acts as general counsel to the Las Virgenes Municipal Water District, San Gabriel County Water District, Foothill Municipal Water District, and others.

Steven P. O’Neill will serve as lead general counsel with assistance from W. Keith Lemieux. Both Mr. O’Neill and Mr. Lemieux are available to perform the work requested.
Support Staff:

Associate, Michael R. Silander has been with the firm for nine years, and is experienced in providing public entities, businesses, and individuals with litigation and transactional services in the areas of tort law, contracts, employment, and environmental litigation. He currently serves as general counsel to Mariana Ranchos Water District, East Kern Health Care District, and is the primary associate assigned to the City of Ridgecrest.

Associate, Colin O’Neill, is experienced in providing public entities and businesses with litigation and transactional services in the areas of employment, contract, environmental, water, unlawful detainer, and tort law. He currently serves as general counsel for San Gabriel Valley Municipal Water District, and provides daily legal support for Eastern Municipal Water District and Las Virgenes Municipal Water District, and West Basin Municipal Water District.

Associate, Manuel D. Serpa, provides public entities and businesses with litigation and transactional services in the areas of employment, contract, environmental, water, unlawful detainer, and tort law. He has extensive experience in administrative law, regulatory analysis, compliance and ethics, and federal appellate work.

- Other notable qualifications that would enable the primary and supporting counsel to fulfill the needs of the District

Mr. O’Neill’s work in the Environmental Crimes branch of the Los Angeles County District Attorney’s office brings a unique set of experiences to his practice. His experience in recycled water development projects – from construction to sale and distribution of the recycled water – leaves him with a wide range of knowledge on a variety of related issues. Recent construction experience includes resolving a large change order dispute arising out of a $112 million contract for a treatment plant upgrade. Other examples include a $62 million design-build agreement for a recycled water facility, a $72 million agreement for a water reclamation facility, and a $20 million set of contracts for a solar power facility. He is currently in the nascent stages of managing a project for delivery of an ocean water desalination plant. Activities include managing delivery method, permitting, environmental review, and coordination with a financing team.

W. Keith Lemieux negotiated and drafted the Baldwin Park Operable Unit Project Agreement, which was a three-way agreement between various water companies, polluters of the San Gabriel Valley, and the Environmental Protection Agency. Under the agreement, the polluters satisfied their requirements to the Environmental Protection Agency by paying for the construction and operation of several large water treatment facilities, which cleaned the groundwater of the basin and provided clean water for municipal supply. This agreement took 18 months to negotiate, and the project has been in successful operation for the past 12 years. (The parties are currently negotiating a 15-year extension.)

Recently, Mr. Lemieux just completed successful negotiations to create the Antelope Valley Watermaster. This complicated agreement arose from litigation involving more than 200 active parties. Pursuant to the agreement, the parties will voluntarily limit their pumping, provide for
the cost of importing additional water, and provide a management structure for the basin. This agreement took approximately ten years to negotiate.

- Current work load for the proposed team members as it relates to the ability to perform this work to the engagement.

Because our offices represent a great number of water districts in Southern California, Mr. O’Neill and Mr. Lemieux have a heavy but manageable workload. We work hard, but have families and children, and understand the importance of maintaining a healthy balance of those sometimes competing interests.

As there is a significant degree of consistency regarding the legal questions facing water districts, our deep experience results in an efficient practice. We deal with Brown Act, Public Records Act, and public contracting issues on a daily basis. We regularly consult with each other on issues common to our client base.
Section 3. Understanding of Scope of Work

The firm should clearly state its understanding of the scope of work. The selected firm must perform all work; proposals to perform only a portion of the work will be deemed nonresponsive and will not be evaluated. Do not simply repeat the scope of work provided in Appendix C. Instead, address the following areas in the proposal:

- **Describe the firm’s view of the General Legal Counsel’s role in serving Mesa Water® and its Board of Directors (Board)**

We will best serve the District by providing the comprehensive day-to-day legal services required. We expect to be in daily contract with the general manager. Our role as legal counsel is a limited one. We will provide our best legal opinion to the board of directors and staff. We are not hired to provide opinions regarding services and matters of policy or politics. We believe adhering to this principle is the reason we have represented our clients for decades.

- **Describe how the firm would establish, develop and maintain an effective working relationship with the Board, General Manager and management staff and other agencies**

Initially, we plan to set up a briefing with the general manager and the board president to review areas of pressing interest to the staff and board from a legal perspective. Our experience teaches us acquiring an understanding of goals and priorities at the outset of representation best serves our clients.

Therefore, we expect our wealth of experience will instill confidence in both the board of directors and staff. We work hard to develop and maintain a close working relationship with the general manager and his staff so that we are well-apprised of all significant matters of the District. This will entail regular communication (generally through email and phone calls) between staff and our offices.

- **Describe how the firm will keep Mesa Water® informed about the status of litigation and other legal matters**

If the District retains our firm’s services to act as litigation counsel, we will provide an initial evaluation and budget. We will routinely provide written correspondence informing the board of proceedings in litigation, including how legal costs are being expended as tracked against the budget. For significant cases, it is not unusual for our offices to update the board regarding the litigation at every meeting. In the event we anticipate exceeding the budget, we will bring the matter before the board to get additional authority before we proceed. On other legal matters, we plan to report a summary of our activities at each board meeting, with closed session reports when warranted.

- **Describe the approach used in estimating the costs/benefits prior to initiating litigation or settling cases in litigation**

We understand the cost/benefit analysis attendant to any litigation matter involving a public agency. Some cases warrant a “business decision” consideration of the economics of litigating
versus settling. In other cases, sound policy may dictate whether a matter may need to be litigated to finality. In either situation, we understand that clear and constant communication with the board regarding their objectives is imperative to a successful resolution of the case.

- **Describe how the firm evaluates whether to use an attorney within the firm or if an attorney from another firm should handle a case, provide expert advice or provide other needed services**

Our evaluation is based on our experience. We examine the matter thoroughly, and if we lack the required expertise or resources to present the District, we assist the District in obtaining special counsel.

As you can see from our responses above, our firm has the experience to represent the District in most routine litigation matters it faces. However, there are some practice areas that we deem to be beyond our specific expertise. For example, our firm routinely refers to outside counsel matters involving employment disputes. We have also sought the assistance of outside counsel in certain complex cases involving the Federal Clean Water Act. We feel it is important that the District have the best attorney available to represent it in litigation, and in those cases where that it is not us, we will provide a recommendation.

- **Describe the role Counsel should play with the public and media**

As a general rule, we believe contacts with the public and media should be made through the office of the general manager. However, the role we play with the public and the media often depends on the size of the entity we represent. Most of our clients that are the same size as Mesa Water have dedicated public outreach experts for media relations. In the context of litigation, we work closely with these experts to craft press releases. For some of our smaller clients, we are asked to serve as a public spokesman for legal matters.

- **Describe the standard time frames for response by primary Counsel to direction and/or inquiry**

We strive to provide immediate responses to client inquiries. We are available by telephone 24/7. The only exceptions to immediate response occur when we are on the telephone with another client or attending meetings of another client. Most telephone calls are returned immediately. If a particular attorney is unavailable, another attorney in our office will be able to respond if an immediate response is required.

- **Describe the process by which the firm would review past legal issues and issues currently facing the District (i.e. how would the firm get up-to-speed quickly and cost effectively)**

Where our firm has assumed responsibilities as general counsel from another law firm, we have worked to make the transition occur carefully. Typically, upon being retained, we meet with prior counsel to perform a comprehensive review of the District's legal matters. This offers us an opportunity to learn of priorities, problem issues, and any other legal challenges. We also review the agency's Administrative Code to ensure compliance with current legal standards. We hope to avoid billing for work that has been performed by other attorneys. For that reason, we
have often recommended that current counsel retain representation of certain litigation matters that would be expensive for our firm to re-learn.

- **Describe staffing of the firm’s office and include any staffing changes needed should the firm be awarded the contract to provide legal services**

  We would not anticipate making any staffing changes in the event that we are awarded the general counsel position. Mr. O’Neill would be the primary point of contact with the office. Mr. Lemicux would assist with any litigation work. The firm would also employ the services of associates, Michael Silander, Colin O’Neill, and Manuel Serpa on an as needed basis.

- **Describe the computer resources and information management systems currently utilized within the firm’s office to ensure rapid and secure exchange of information between the District and Counsel**

  The firm currently utilizes Microsoft Office 2013 to prepare documents and communicate in a rapid and secure way with our clients. All attorneys employ portable laptops and smart phones to ensure effective communication.

- **Describe the systems or mechanisms that would be established for monthly reporting of the status of projects, requests and litigations**

  General counsel will provide an oral update at each board meeting of recent legal activities, categorized generally as follows. (Note: this categories will likely change to conform to Mesa Water’s ongoing projects):

  - Administrative Code
  - Bidding Issues
  - Brown Act
  - Claims
  - Contracts
  - Financial
  - Permitting/CEQA
  - Personnel
  - Public Records
  - Resolutions/Ordinances
  - General matters

  A written report of these activities will also be provided to the board and general manager.

- **Describe how the firm tracks and manages legal costs to ensure that expenses can be managed by the District**

  We will be providing monthly bills which will be organized by categories that conform to the District’s legal needs, similar to the categories described above. This allows District staff to easily track legal expenses by category or specific capital projects. Litigation will also be billed
monthly with individualized task codes so these costs can be tracked against the board-approved budget.
Appendix A. Resumes of Key Staff
Employment

Lemieux & O'Neill
Westlake Village, CA
Senior Partner

1995 – Present

Provide transactional advice and litigation services to California corporations, small businesses, cities, and other special districts. Responsible for providing transactional advice for the firm's major clients. Has primary responsibility for the management and direction of the firm.

Law Offices of Wayne K. Lemieux
Westlake Village, CA
Owner

1988 – 1995

Provided transactional advice to California corporations, cities, and other special districts, small businesses and individuals. Supervised out-sourced litigation matters for the firm's clients. Solely responsible for the firm's management and direction.

Helm & Lemieux
Westlake Village, CA
Partner

1971 – 1988

Provided transactional advice and litigation services to cities and special districts.

Los Angeles County
Office of the County Counsel

1968 – 1971

Provided advice to a variety of county departments.

Education

Loyola Law School, Los Angeles, J.D., 1968.
University of California at Los Angeles, B.A. (Zoology), 1965.
Publications


*Small Purveyors’ Complete Source Book* (1st edition). This book provides practical help to small rural water purveyors, particularly mutual water companies.

Activities

Pepperdine University of School of Law, Adjunct Professor of Law for water, environmental, land use and development law.

Speaker on environmental and development issues to numerous organizations, including the following: The National Association of Environmental Law Societies; California Special Districts Association; American Association of Airport Executives; Southern California Water Utilities Association; Society of American Foresters; and the Association of California Water Agencies.

Interests

Traveling, automobile restoration, wine-making and family activities.
Employment

Lemieux & O'Neill 1991 – Present
Westlake Village, CA
Managing Partner

Oversees all transactional and litigation matters for a wide variety of public and private sector clients. Practice emphasizes in water law, environmental law, toxic tort law, and municipal law.

Los Angeles County 1988 – 1991
District Attorney's Office
Deputy District Attorney

Handled intensive trial and preliminary hearing calendar in Los Angeles County Court system. Also developed expertise in a broad-range of environmental issues while investigating and prosecuting violations of California environmental laws and regulations. Worked in a legislative and policy capacity, drafting new regulations and instituting local enforcement programs. Formed first local Proposition 65 enforcement program.

Fundamental Corporate Brokers 1986 – 1988
New York City, New York
Licensed Bond Broker


Education

Loyola Law School, Los Angeles, J.D., 1985.

Litigation Experience

Has litigated on behalf of both private and public entities in a variety of cases. Experience in environmental litigation, CERCLA, CEQA, toxic torts, endangered species, groundwater adjudication, water rights, and water quality issues.
**Activities**

University of California Santa Barbara Extension; lecturer on water law and environmental issues.

Regular presenter at the Association of California Water Agencies (ACWA). Speaker to industry coalitions on the Corporate Criminal Liability Act, conflicts of interest, and ethics.

**Interests**

Family (wife and three children), reading, surfing, youth sports.
LEMIEUX & O'NEILL
805/495-4770

W. Keith Lemieux
(keith@lemieux-oneill.com)

Employment

Lemieux & O'Neill
Westlake Village, CA
Partner
1992 – Present

Clients include public agencies, cities, water districts, mutual water companies, and small businesses. He is a locally recognized expert on topics such as government liability, water rights, and environmental law. Mr. Lemieux has appeared in all levels of court, including the California Supreme Court and the Federal Court of Claims in Washington D.C.

A case brought by Mr. Lemieux on behalf of a local water district against polluters resulted in the construction of a 32-million-dollar groundwater treatment plant which now provides safe, clean water to several communities. Mr. Lemieux has represented clients in several cases that have become the published precedent on topics such as environmental law and public agency liability.

Mr. Lemieux was appointed public agency lead in a complex case filed by more than 2,400 parties that claimed personal injuries from the delivery of allegedly contaminated groundwater. Mr. Lemieux’s successful defense of that case resulted in a new California precedent that recognized immunity for his clients.


Education

University of Pepperdine Law School, Malibu, J.D., 1992.
University of California, Santa Barbara, B.A., 1989.

Activities

Drafted several sections of the Public Agency Officials' Complete Source Book. He has contributed articles and lectured on the California Tort Claims Act, Proposition 218, and California conflict of interest law. Pioneered litigating the law of water rate setting when he tried one of the first cases to interpret Proposition 218 in the context of water rates. He has also had particular success in representation of cities and police officers in civil rights matters and other disputes.

Interests

Movies, fiction and music.
Employment

Lemieux & O'Neill
Westlake Village, CA
Associate

2007 – Present

Provides public entities, businesses, and individuals with litigation and transactional services in the areas of tort law, contracts, employment, and environmental litigation. Michael is admitted to practice law in all California Courts, the Ninth Circuit Court of Appeals, and the Central District of the United States District Court of the State of California. A native of Sweden, Michael is also a member of the Swedish-American Bar Association.

Feldman & Associates
Los Angeles, CA
Associate

2005 – 2007

Business and construction litigation.

Steinberg, Nutter & Brent
Santa Monica, CA
Senior Associate

2001 – 2005

Business litigation and bankruptcy.

Korenberg, Abramowitz & Feldun
Encino, CA
Associate

1999 – 2001

Immigration law.

Education

Southwestern University School of Law, J.D., Los Angeles, CA, 1998.

Point Loma Nazarene University, B.A., San Diego, CA, 1994.
Activities

Interned for the Alternate Public Defender’s Office, interned for the Public Counsel, and was a staff writer for the Point Loma Nazarene University newspaper.

Interests

Surfing, soccer, reading, and spending time with his family.
Employment

Lemieux & O'Neill 2013 – Present
Westlake Village, CA  
Associate

Provides public entities and businesses with litigation and transactional services in the areas of employment, contract, environmental, water, unlawful detainer, and tort law. Experienced in litigation and trial practice before the state and federal courts, administrative bodies, and alternative dispute resolution procedures.

Sherman Oaks, CA

Defense of state and federal criminal prosecutions, grand jury representation, federal sentencing and other post-conviction representation.

Santa Monica, CA  
Litigation Associate

Litigated all stages of proceedings in state and federal prosecutions: Pretrial motions including bail, discovery, suppression, in limine, wiretap/informant, change of venue, collateral estoppel, to quash/traverse, etc.; Post-conviction representation including motions for new trials, withdrawal of pleas, habeas corpus petitions, probation violations and sentencing.

O’Neill Lysaght & Sun 2001 - 2002
Santa Monica, CA  
Paralegal

Legal research, fact investigation, deposition digests, preparation of trial exhibits and charts.

Hacienda Productions 1995 - 2001
Hollywood, CA  
Senior Producer/Director

Produced, wrote and directed wide range of projects, including series pilots, commercial spots, awards presentations and promotional reels.
Education

Loyola Law School, J.D., Los Angeles, CA, 2005
Swarthmore College, B.A., Swarthmore, PA, 1989
Employment

Lemieux & O'Neill
Westlake Village, CA
Associate

2016 – Present

Provides public entities and businesses with litigation and transactional services in the areas of employment, contract, environmental, water, unlawful detainer, and tort law. Extensive experience in administrative law, regulatory analysis, compliance and ethics, and federal appellate work.

Binder and Binder
Orange County, CA
Supervising Attorney

2002 – 2016

Lead and supervised attorneys, paralegals, and staff of up to 150 in all aspects of disability case development. Hired, trained, and appraised performance of attorneys and paralegals. Drafted and maintained compliance manuals and accompanying training materials. Performed compliance and ethics training. Performed administrative hearings and trained attorneys on the administrative hearing process. Supervised all federal court appellate litigation in the Ninth Circuit. Drafted and edited Motions for Summary Judgment in the United States District Court and performed necessary appearances and oral arguments in District Court at the Ninth Circuit Court of Appeals. Negotiated settlements and fees with the United States Attorney’s Office. Retained and supervised outside legal counsel on non-practice legal matters. Counseled lawyers on ethical issues raised in the representation of clients. Drafted formal responses to inquiries from the Office of Inspector General (OIG) and from State Bars after conducting requisite investigations. Advised regional management on employment law issues such as disability accommodation, corrective action documentation, and harassment policy. Directed and supervised firm-wide attorney training and continuing legal education program. Planned and organized annual training seminar, including the selection of topics and recruitment of speakers.

Binder and Binder
Orange County, CA
Staff Attorney

1996 – 2002

Represented claimants for Social Security Disability benefits throughout the administrative process and in federal court. Presented cases and performed hearings before Administrative Law Judges, including direct and cross-examination of medical vocational experts, written and oral legal arguments, interrogatories, and objections.
Conducted trials, including the achievement of two felony acquittals, and represented clients in Juvenile Court.

Education

Pepperdine University School of Law, J.D., Malibu, CA, 1994
University of Texas, B.S., Austin, TX, 1991

Admissions, Certifications, and Memberships

California State Bar: December 1994
United States District Court in all districts of California
Ninth Circuit Court of Appeals

Certified Compliance & Ethics Professional CCEP
Society of Corporate Compliance and Ethics
Certified Information Privacy Professional CIPP/US
International Association of Privacy Professionals

Association of Professional Responsibility Lawyers
Center for Professional Responsibility, American Bar Association
Association of Certified Fraud Examiners

Selected Accomplishments

Performed over 2000 administrative hearings and was the primary attorney on over 500 appeals in the United States District Court. Achieved favorable decisions in all eight cases in the 9th Circuit Court of Appeals, including the winning argument in the influential published decision of *Orn v. Astrue*, 495 F. 3d 625 (9th Cir. 2007).

Authored attorney practice guide on mental disorders and the representation and management of clients with mental impairments, a forthcoming publication to be released by James Publishing.

Composed and presented Continuing Legal Education lectures, including those on vocational evidence, advanced cross-examination techniques, client management, and ethical advocacy at various forums including conferences at the National Organization of Social Security Claimants' Representatives (NOSSCR).

Filed a misconduct complaint based upon data gained from a Freedom of Information Act (FOIA) request that led to the demotion of a hearing office Chief Administrative Law Judge.
Appendix B. Professional Services Agreement Acceptance Form
Appendix B: Professional Services Agreement Acceptance Form

Firm Name: Lemieux & O'Neill

Address: 4165 E. Thousand Oaks Blvd., Suite 350

City Westlake Village, State CA Zip Code 91360

Telephone: (805) 495-4770 Fax: (805) 497-2787

I have reviewed the RFP and Professional Services Agreement in their entirety. Our firm will execute the Professional Services Agreement with no exceptions.

Printed name of Authorized Representative: Steven P. O'Neill

Signature of Authorized Representative: [Signature]

Date: August 26, 2016
Attachment: Certificate of Insurance
CERTIFICATE OF LIABILITY INSURANCE

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER
Narver Insurance
641 W. Las Tunas Drive
PO Box 1509
San Gabriel, CA 91778-1509
Diane Wood

CONTACT
NAME: Erin Brockway
PHONE: 626-943-2200
FAX: 626-299-1010
E-MAIL: ebrockway@narver.com
PRODUCER ID #: LEMIE-1

INSURED
Lemieux & O'Neill
ATTN: Bonitta Cibere
4165 E. Thousand Oaks Blvd.
Westlake Village, CA 91362

INSURER(S) AFFORDING COVERAGE
INSURER A: Continental Casualty Company
INSURER B:
INSURER C:
INSURER D:
INSURER E:
INSURER F:
NAIC # 20443

COVERAGE:

GENERAL LIABILITY
COMMERCIAL GENERAL LIABILITY
CLAIMS-MADE
OCCUR

AUTOMOBILE LIABILITY
ANY AUTO
ALL OWNED AUTOS
SCHEDULED AUTOS
HIRED AUTOS
NON-OWNED AUTOS

UMBRELLA LIAB
OCCUR

EXCESS LIAB
CLAIMS-MADE

WORKERS COMPENSATION
AND EMPLOYERS' LIABILITY

ANY PROPRIETOR/OWNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? Y/N
(Mandatory in NH)

DESCRIPTION OF OPERATIONS below

PROFESSIONAL LIABILITY

CERTIFICATE NUMBER:

COVERAGES

INSR LTR
TYPE OF INSURANCE
ADDC/INSR W/O
POLICY NUMBER
POLICY EFF (M/DD/YYYY)
POLICY EXP (M/DD/YYYY)
LIMITS

GENERAL LIABILITY

EACH OCCURRENCE
DAMAGE TO RENTED PREMISES (Ea occurrence)
MED EXP (Any one person)
PERSONAL & ADV INJURY
GENERAL AGGREGATE
PRODUCTS - COM/PD AGG

AUTOMOBILE LIABILITY

COMBINED SINGLE LIMIT (Ea accident)
BODILY INJURY (Per person)
BODILY INJURY (Per accident)
PROPERTY DAMAGE (PER ACCIDENT)

UMBRELLA LIAB

EACH OCCURRENCE
AGGREGATE

EXCESS LIAB

WC STATUTORY LIMITS
OHER
E.L. EACH ACCIDENT
E.L. DISEASE - EA EMPLOYEE
E.L. DISEASE - POLICY LIMIT

A Professional Liability

287110273
03/01/2016 03/01/2017

PER CLAIM
1,000,000
AGGREGATE
2,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

For proof of coverage for Professional Services, subject to the policy terms, conditions and exclusions.

CERTIFICATE HOLDER
Proof of Insurance Only

CANCELLATION

PROF-01

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

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Attachment: Non-Collusion Affidavit
Non-Collusion Affidavit

I hereby swear under penalty of perjury:

(1) That I am the proposing corporation having authority to sign on its behalf;

(2) That the attached proposal has been arrived at by the proposer independently, and has been submitted without collusion with, and without any agreement, understanding, or planned common course of action with any other vendor of materials, supplies, equipment or services described in the invitation to propose, designed to limit independent proposers or competition;

(3) That the contents of the proposal has not been communicated by the proposer or its employees or agents to any person not an employee or agent of the proposer or its surety on any bond furnished with the proposal, and will not be communicated to any such person prior to the official opening of the proposal; and

(4) That the proposer has not offered any gratuities, favors, or anything of monetary value to any official, employee, or agent of District for the purpose of influencing consideration of this proposal.

(5) That I have fully informed myself regarding the accuracy of the statements made in this affidavit.

Signed: ________________________________  Firm Name: Lemieux & O’Neill

By: ________________________________  Address: 4165 E. Thousand Oaks Blvd., Suite 350

Date: August 26, 2016  Westlake Village, CA 91362
CERTIFICATE OF LIABILITY INSURANCE

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFRS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER
Arroyo Insurance Services
2800 W Broadway
Los Angeles, CA 90041

CONTACT NAME:
(323) 550-7900
FAX:
(323) 256-0800
EMAIL:

INSURED
Lagerlof, Senecal, Gosney & Kruse, LLP
301 N. Lake Avenue, 10th Floor
Pasadena, CA 91101

INSURER A:
Vigilant Insurance Company
20397
NAIC #:

INSURER B:
Federal Insurance Company
20281

INSURER C:
Employers Compensation Ins. Co
11512

INSURER D:

INSURER E:

INSURER F:

COVERAGES

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PURRINT, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES, LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

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<td>04/01/2016 04/01/2017</td>
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DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Ramifications Schedule, may be attached if more space is required)

Certificate Holder Note:
301 North Lake, LLC, a California Limited Liability Company,
Washington Capital Management, Inc.
CBRE, Inc., as Agent,
SEE ATTACHED ACORD 101

CERTIFICATE HOLDER
CBRE Inc. and 301 N. Lake, LLC
Attn. Nisa Honda
301 N. Lake Avenue, #600
Pasadena, CA 91101

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

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**ADDITIONAL REMARKS SCHEDULE**

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<td>Arroyo Insurance Services</td>
<td>Lagerlof, Sanecal, Gosney &amp; Kruse, LLP</td>
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<tr>
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<td>301 N. Lake Avenue, 10th Floor</td>
</tr>
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<td>Pasadena, CA 91101</td>
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</tbody>
</table>

**POLICY NUMBER**

SEE PAGE 1

**CARRIER**

SEE PAGE 1

**NAIC CODE**

SEE P 1

**EFFECTIVE DATE**

SEE PAGE 1

**ADDITIONAL REMARKS**

This additional remarks form is a schedule to ACORD form,

**FORM NUMBER:** ACORD 25  **FORM TITLE:** Certificate of Liability Insurance

Description of Operations/Locations/Vehicles:
* Operating Engineers Pension Trust
  are Additional Insured per form 80-02-2387(Rev.5-07).
Primary wording per form 80-02-2387(Rev.5-07).
Waiver of Subrogation apply as respects to
General Liability per form 80-02-2000(Rev.4-01).
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UNDERSTANDING SCOPE OF WORK .................................................. 8

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SECTION 1: FIRM QUALIFICATIONS AND EXPERIENCE

Founded in 1908, Lagerlof, Senecal, Gosney & Kruse, LLP is a full-service civil law firm based in Pasadena, California. Our practice is diverse, with particular expertise in municipal law and water law, but also including corporate law, real estate, labor and employment, environmental, litigation, tax, estate planning, probate and trust, and bankruptcy. We engage in general civil, trial and appellate practice in all state and federal courts and administrative agencies.

Our firm has practiced municipal and water law for more than 80 years, and has achieved a celebrated reputation in this practice area. We have participated in many of southern California’s most prominent water rights cases, and continue to serve as general counsel for numerous public agencies and mutual water companies, advising them on day-to-day operations, regulatory compliance, legislative issues and administrative matters. The firm’s diverse experience in the subject area encompasses the following:

• Formation and consolidation of public agencies
• All phases of public financing
• Rate setting and Proposition 26 and 218 compliance
• EPA groundwater cleanup Superfund sites
• Personnel and employment law matters
• Contract preparation and dispute resolution
• LAFCO (Local Agency Formation Commission) proceedings
• CEQA (California Environmental Quality Act) processing and litigation
• Clean Water Act and NPDES permit issues
• Brown Act and Public Records Act compliance
• Political Reform Act and conflict-of-interest matters
• Water rights validations, adjudications and transfers
• Land and facilities acquisitions through condemnation proceedings or purchase

Through our experience we have evolved an approach to serving clients that offers a number of distinct advantages. Among them are the following, which we feel makes us an ideal candidate for providing Mesa Water District (the “District”) with legal counsel services:

Our experience

Lagerlof, Senecal, Gosney & Kruse, LLP has played a prominent role in the development of California water law since the 1930s. Today, we are recognized as one of the state’s leading water law firms. We have been involved in many landmark water rights case in southern California, and have served scores of public water agencies. We have conducted numerous water rights investigations, analyzed historical water development records, and rendered many opinions relating to the confirmation of water rights throughout California. We also have represented over 60 Southern California cities, mutual water companies and private
corporations on water-related, environmental, public finance, legislative and rate-setting issues. We have drafted and negotiated legislation and testified before State Legislature committees and various regulatory bodies.

**Our familiarity with Special Districts**

We currently represent many special district water suppliers, and thus know and understand their unique nature. Our clients include public water agencies, joint powers authorities, watermasters, irrigation districts, and municipal, county and California water districts, as well as mutual water companies. We have served as special counsel for the Association of California Water Agencies (ACWA), and currently serve as general counsel to the California Rural Water Association and the California Association of Mutual Water Companies.

Because of this extensive experience, we work closely with and represent many retail agencies that are similar to the District in that they are dedicated to serving the water needs of their service area customers, are governed by elected five-member boards of directors, and face similar challenges relating to maintaining sufficient water supplies, including groundwater, imported water and recycled water. Some of those agencies include: Walnut Valley Water District, La Puente Valley County Water District, Newhall County Water District and Crescenta Valley Water District (contact information and additional current and former public agency representations are listed in Appendix C).

**Our smaller size**

Despite our notable experience and involvement in the water industry, we have chosen to remain a smaller sized law firm. This has resulted in a congenial environment, a strong sense of teamwork, and a selectivity in regard to the clients we serve. For our clients, it means less runaround, a higher level of personal investment, and a continuity of relationships.

**Our leadership and connectedness in the industry**

With extensive experience comes a broad reach and rich network of industry connections. Our firm has a long history and involvement with ACWA, as well as in serving as general counsel to other statewide associations, as mentioned above. We also serve as general counsel to the Public Agencies Water Group, an informal association of 16 public water agencies that provide retail and wholesale water service throughout Los Angeles County. We were instrumental in the founding of the California Association of Mutual Water Companies. We have taken a leadership role in connection with Propositions 26 and 218, and we keep up to date on pertinent legislation being considered by the State Legislature. We have conducted presentations to legislative staffers regarding current topics of interest in regard to water law. We consider this extensive exposure a tremendous enhancement to our ability to represent our clients’ interests. It is a part of the added value we bring to each and every engagement.
Our approach to client engagements:

Our commitment to each and every client can be summed up as follows:

- **We keep you out of trouble:** We recognize the significant expense that litigation entails. While litigation may be necessary at some point to protect a client’s interests, we strive to avoid litigation and try to come up with creative ways to resolve disputes.

- **We keep you in the know:** Communication is the cornerstone of a strong attorney-client relationship. We consistently keep our clients aware of the status of matters on which we are working. This assists our clients in being fully informed when making decisions.

- **We help you accomplish your goals:** Each of our clients has a management team that helps operate that client’s business (including our public agency water clients, whose “business” is to provide water to their customers at reasonable prices). We consider ourselves an integral part of that team, and work cooperatively with our clients to meet their goals.

- **We help you work with others:** As mentioned above, our long history in the water industry has provided us with many contacts that offer many different services, as well as contacts with other water agencies who can provide advice and/or assistance on any unique operational issues that may arise.

- **We give you clear, defensible agreements:** We pride ourselves on our ability not only to prepare agreements that protect our clients’ interests, but to the extent feasible, to do so in an easily understandable fashion that isn’t riddled with legalese. Consequently, our clients can easily understand the various provisions in the agreements to which they are parties.

- **We offer practical, responsible solutions:** We practice law with common sense. That leads to practical solutions to the benefit of our clients.

- **We don’t over-lawyer:** We absolutely strive to perform efficiently and cost-effectively for our clients. In doing so, we keep our focus on what is necessary to address our client’s particular issue and stay on point in resolving that issue in a practical, expedient and efficient manner. Put another way, we do not make “make mountains out of molehills.”

- **Value added benefits from our work with other clients:** Because of our extensive representation of water agencies, we have dealt with a wide array of water-related issues. That reduces our learning curve when a new issue arises, as chances are likely that we have previously dealt with at least some aspect of that issue. Also, we have an extensive library of documents (from legal pleadings to memoranda to policies to resolutions, etc.) to cover a wide variety of subject areas. Clients then benefit from reduced costs that result from the use of these existing documents.
Potential for Conflict

Despite our long history representing public agencies, we have not had much of a presence in Orange County. We do not view this as a disadvantage, however, as we believe this not only allows us to bring a slightly different prospective, but as a result we do not have any conflicts of interest that may prevent our representation of the District.

Malpractice Claims

*Palmdale Water District*

We represented Palmdale Water District ("PWD") as general counsel from 1987 until early 2014, and continue to render special counsel services to PWD in the Antelope Valley Groundwater Adjudication. Beginning in 2009, significant disputes arose between PWD and the City of Palmdale, resulting in numerous lawsuits between those two entities and threats by the City that it would take over PWD. A governmental relations consulting firm was brought in, with PWD's Board's unanimous approval, to assist PWD in its disputes with the City.

In early 2011, the consulting firm's contract was terminated and the disputes between PWD and the City were resolved in the fall of 2012. A new member of PWD's board of directors who had been elected in 2010 thereafter questioned PWD's arrangement with the consulting firm. After PWD changed its legal counsel to a new law firm, that firm began investigating the arrangement and our firm's actions in connection with the retention of the consulting firm. Much to our surprise, PWD threatened malpractice litigation against us on the basis that we caused PWD to violate the Brown Act by engaging the consulting firm through an improper "pending litigation" closed session exception. We unsuccessfully engaged in mediation to resolve the dispute, and PWD subsequently filed suit for malpractice.

We filed a demurrer (motion to dismiss) to PWD's malpractice complaint, contending that PWD did not properly state a cause of action that would actually entitle PWD to legal relief. The court granted our demurrer, allowing PWD the opportunity to amend its complaint. In so doing, the court admonished PWD and warned that monetary sanctions would be awarded to our firm (and against PWD) if it was unsuccessful in properly amending its complaint to state a cause of action that would state a sufficient basis for legal relief. In response to the court's admonishment, PWD voluntarily dismissed its action against us without any form of remuneration. We remain special counsel PWD with regards to the Antelope Valley Groundwater Adjudication.

*State Bar Reproval*

Andrew Turner, a partner with the firm, was the subject of a State Bar disciplinary matter for conduct unrelated to the practice of law. In 1984, prior to becoming a lawyer, Andrew was charged with a misdemeanor. In resolving the matter, Andrew pled guilty to disturbing the peace and paid a fine. Because the resolution of the criminal matter occurred after he was admitted to the bar, the State Bar investigated and issued a public reproval, dated July 22, 1989.
SECTION 2: STAFF EXPERIENCE AND AVAILABILITY

Roland Trinh is proposed to act as lead General Counsel to the District. Mr. Trinh was admitted to the California State Bar in December of 2005 and has been with the firm since graduating from the UCLA School of Law in May of 2005. Mr. Trinh has served as general counsel to La Puente Valley County Water District since 2012, serves in the same capacity for numerous corporate clients, and is assistant general counsel to many of the firm’s public agencies.

James Ciampa is proposed to act as supporting General Counsel and will work closely with Mr. Trinh, if the firm is elected as the District’s Legal Counsel. Mr. Ciampa has practiced law since 1992 and has served as General Counsel to Pico Water District, a county water district, since 2001. He also currently serves as General Counsel to Walnut Valley Water District, San Gabriel Valley Municipal Water District, the Santa Rosa Regional Resources Authority, and the Puente Basin Water Agency, and assists with representation of numerous other public agency water district clients. Mr. Ciampa has litigation experience in Proposition 218, CEQA and LAFCO matters, including appearing before the California Court of Appeal and the California Supreme Court in the Bighorn case.

Other attorneys of the firm that will assist in the representation of the district include Thomas S. Bunn, Andrew D. Turner, Emma Jane Fabeck, and Dominic J. Nunneri. Each of these attorneys has been a member of the firm since graduating from law school. Biographies of all of the aforementioned attorneys, with additional qualifying information, are included in Appendix A. In particular, Mr. Bunn and Mr. Turner both have extensive litigation experience, including involvement in state and federal trial and appellate court proceedings.

Where possible and efficient, we will use associates with lower hourly rates to work on matters to keeps costs down for the District. Currently, we believe we have adequate capacity to meet the District’s needs. While we are a busy firm, we do have unfilled capacity that is adequate to assist the District. We would not take on any new client unless we are certain of our capability to serve that client in an effective, timely manner. It is our general practice to turn projects around on a very timely basis, while maintaining a high quality of work product.

SECTION 3: UNDERSTANDING OF SCOPE OF WORK

The Role of Legal Counsel and Our Approach to Representation

Our philosophy to serving as legal counsel for water agencies is fundamentally simple: provide guidance and counsel to ensure proper legal compliance while maintaining the District’s mission of providing efficient and optimal water service to its customers. In this case, we would serve at the direction of the Board of Directors, providing input and opinion on matters with legal implications as necessary or requested, but never otherwise imposing our own beliefs or motives upon the Board or District staff. We fully understand our role in serving the Board of Directors, and District staff as the Board’s medium, and would only speak on the Board’s behalf with proper instruction and clear foundation.
As with any new client, there will be a learning curve period in which we need to "get up to speed" on current matters and particular issues the District faces. We would meet with District management to learn about those issues and tour the District's facilities and meet staff, at no cost to the District, to obtain an understanding of those issues and others that may arise in the future. We also would review the District's operating documents, such as Rules and Regulations and any significant contracts, again at no cost to the District, to establish an initial knowledge base concerning the District's operating practices.

Once that initial knowledge is obtained, our ongoing services would consist of:

(a) Preparation for Board (and, if desired, committee) meetings, including review of agendas and minutes; and

(b) Providing of advice and services as requested by District management. We believe in developing a close working relationship with the general manager and other key members of staff and making ourselves available at all times.

(c) Maintain open lines of communication with the President of the Board of Directors, and other board members as necessary.

As to matters of legal significance, we will keep the Board apprised of developments through oral reports at regular board meetings and occasionally through written reports and memos. We also prepare memoranda when complex legal issues arise, and can easily and efficiently provide and/or adopt such informational memos for the District. If there is existing or threatened litigation, we believe in utilizing closed sessions as permitted under the Brown Act so as not to prejudice the District's position or strategy.

When it comes to initiation of potential litigation and settlement, a careful analysis of the strengths and weaknesses of each particular matter, as well consideration of time, expense, and impact of public perception must be given due consideration. Our philosophy as a firm towards litigation is that it is a tool of practical necessity, and thus only resort to it when other means of resolution cannot be efficiently or feasibly achieved. Ultimately, the decision to initiate litigation, or settlement thereof, rests entirely with the District's Board of Directors. We will provide sufficient and adequate information to the Board throughout the course of any litigation to enable informed decision making by the Board.

As a full service civil law firm, we have the expertise and experience to handle a wide array of lawsuits in civil and appellate courts. With that expertise and experience comes a developed recognition that we may not be able to proficiently or efficiently handle all types of litigation in-house. Thus, if it appears from the nature of a particular matter that the District would be best served by engaging specialized counsel, we will not hesitate to recommend to the Board that such outside counsel be retained. In those situations, we believe in remaining involved to the extent necessary to provide the proper foundational history and to ensure that the best of interest of the District are not compromised. Through the years, we have developed a wide network of referrals and professional consultants that we can retain or solicit for advice and guidance when needed.
When it comes to the public and media, we believe in shielding and protecting the District and its Board and staff as required, or as may be requested. We will therefore stand on the frontline when it comes to controversial or adversarial matters to the District. Only after consultation and instruction from the Board of Directors and District staff will we release or publish official statements or positions on behalf of the District. We do believe in proactively using public relations when the situation is ripe, as well, and to that extent have extensive experience working with public relations firms in developing subtle strategies towards that endeavor, and have a network of PR firms with whom we feel comfortable working.

**Firm Administration, Staffing and Processes**

We place great emphasis on making ourselves available to our clients and providing fast and responsive work product. We make ourselves as available as possible to answer general questions by office and mobile telephone. We are also willing to utilize mobile text communication with key members of District staff for short and simple correspondence.

E-mail is a primary means of communication, and we strive to reply as quickly as possible to email inquiries, certainly within 24 hours at a maximum. Our firm’s office is fully set up for efficient use of electronic information exchange with a full network of in-house servers and an IT firm on a retainer basis available on-call to ensure proper functioning. Our email and data servers are accessible remotely, and all of our attorneys utilize smartphones for email access outside of the office.

Our law firm is currently comprised of 11 attorneys, and we have an outstanding offer to a USC law student who just completed our summer associate program to join as a full-time associate upon completion of law school next fall. We believe we have the capacity currently to be able to represent the District and fully meet its legal needs if awarded the contract for general legal services. As a firm we make a conscious effort to stay on top of our capacity to provide services, and we regularly participate in on-campus recruiting interview programs at USC, UCLA, and Loyola Law Schools in anticipation of future growth.

In terms of reporting on progress of projects, we believe in reporting to the Board at its regular monthly board meeting. This typically consists of an oral report or, when dealing with more complex issues, a written report or memorandum. We believe in maintaining regular telephonic and written communications with District staff as to ongoing projects, and like to utilize a monthly “legal matters” telephone conference so that appointed staff and legal counsel are working in unison as a team at all times.

With regards to billing, we will assign and bill services provided on separate billing matter numbers so that the District can easily manage and track the time billed to any particular matter. When special projects or assignments are given by the Board of Directors or staff to legal counsel that may require significant time or effort to complete, we will provide notice of such anticipated expenditure. Given our long history of representing public agencies, we are in tune with the budgetary constraints public agencies face.
APPENDIX A

BACKGROUND AND QUALIFICATIONS FOR RELEVANT ATTORNEYS

Roland Trinh

Roland Trinh, a partner at Lagerlof, Senecal, Gosney & Kruse, is heavily involved in the firm’s public agency and water law practice, and serves as General Counsel to La Puente Valley County Water District. Roland also works closely with many of the firm’s public agency water clients, and also serves as general counsel to various corporate clients ranging from communication firms to engineering companies to tech startups.

Roland is involved in a majority of the firm’s litigation and chairs its intellectual property practice, focused primarily on trademark prosecution and maintenance. In 2012, Roland brought suit against the County of Los Angeles in a protracted suit on behalf of county health inspectors alleging mismanagement of trust funds. Roland recently oversaw the acquisition of a national communications relations firm and is also currently involved in renegotiating the terms of a project agreement governing groundwater cleanup in the Baldwin Park Operable Unit, an EPA superfund site. Roland serves on the Legal Affairs Committee of the Association of California Water Agencies (ACWA).

Roland received his B.A. in history from the University of California at Berkeley in 2001. A native of Pasadena, he worked for Yahoo! Search Marketing before earning his J.D. from UCLA School of Law in 2005. Roland was a clerk at the Office of General Counsel for the California State University before serving as a summer associate at Lagerlof, Senecal, Gosney & Kruse, LLP in the summer of 2004. He joined the firm as an associate in 2005 and was admitted to the California Bar in December of 2005. He is conversant in Cantonese.

Roland serves as a member of the Board of Directors of the Pasadena Police Activities League (PAL), a youth crime prevention program that provides an array of activities designed to enhance the educational, athletic and artistic experience of Pasadena’s youth, while fostering positive attitudes toward authority figures and law enforcement in a safe and stable after-school environment. He is a fan of all things Cal-Berkeley, an avid sports enthusiast, and enjoys traveling, camping, snowboarding, motorcycles, music, contemporary art and searching for food nirvana.
James D. Ciampa

James Ciampa, a managing partner with the firm, practices municipal, water, real estate, business, employment and environmental law. Jim currently represents many retail water purveyors and various public agencies throughout Southern California. Through his work with public sector clients, Jim has gained particular expertise in rate setting, including compliance with Propositions 26 and 218, in drafting and negotiation of legislation, municipal finance, and with the California Environmental Quality Act (CEQA). His experience includes providing advice to clients concerning short-term operational issues and long-term planning.

Jim serves as General Counsel for Walnut Valley Water District, Pico Water District, Puente Basin Water Agency, Public Water Agencies Group and numerous mutual water companies, and as Assistant General Counsel for numerous other public and private water suppliers. He serves as General Counsel to the California Rural Water Association and California Association of Mutual Water Companies. He also has been General Counsel for several real estate development and computer software consulting firms.

Jim also assists clients with various real estate matters, including purchases, sales and exchanges; development, entitlement and financing issues; easement and boundary matters; and representation of homeowners associations. He also has represented various business entities with respect to formation, financing, operational issues, stock and asset sales, labor and employment matters, litigation and dissolution.

Jim graduated from Santa Clara University Law School in 1992 and was admitted to the California State Bar that same year. He is active in civic affairs, currently serving as a committee chairman for the Pasadena Tournament of Roses Association. He has served on the Executive Committee of the Southern California Rugby Football Club, and is a founding coach of the Pasadena Pythons Youth Rugby Club.
Thomas S. Bunn III

Thomas Bunn has been an attorney with Lagerlof, Senecal, Gosney & Kruse, LLP, for more than 30 years. He practices business law and business litigation, with emphasis on water and water rights, public agencies, real estate, commercial transactions and bankruptcy.

In water matters, Tom represents both public agencies and private clients, with special expertise in Proposition 218 and Proposition 26 compliance, groundwater, water rights and water transfers. He has participated in the negotiation and implementation of groundwater management plans, and represents water producers in litigation, including groundwater basin adjudications, and before the State Water Resources Control Board. He represented Western Water Company in a groundbreaking water transfer, marking the first time that the Metropolitan Water District exchanged water with a private company for delivery within its service area.

Tom serves on the Groundwater Committee of ACWA (Association of California Water Agencies). He participated in drafting the Groundwater Management Act (AB 3030), which allows for local control and management of groundwater, and has been intimately involved in negotiations that resulted in the Sustainable Groundwater Management Act of 2014 and related follow up legislation.

Tom’s real estate practice embraces all types of clients and matters, including real estate purchase and sale transactions, leasing transactions, ground leasing and all types of real estate and construction disputes. He prepares and negotiates commercial agreements, financing, security agreements and contracts of all kinds. He also represents clients in matters of litigation, and has achieved significant victories in the Court of Appeals and the California Supreme Court. Tom graduated from USC Law School in 1979 and was admitted to the California that same year.

Andrew D. Turner

Andrew Turner, a partner with the firm since 1991, practices municipal, real estate, water, employment and business law, with an emphasis in civil litigation. He is well known for his expertise in advising business owners and operators on day-to-day matters including employment issues, contracts and regulatory compliance.

Andy has extensive experience representing retail urban water purveyors of all types in Southern California, ranging from providing immediate response to the many issues they encounter daily, to handling complex litigation and public works construction matters. His accomplishments include representation as Amicus
Curiae in a major dispute between two public agencies over the cost of relocating underground pipelines, which led the Court of Appeals to a favorable resolution for California water purveyors.

Recognized statewide as an expert in matters involving mutual water companies, Andy has been deeply involved in recent legislation affecting these organizations. He and partner Jim Ciampa have headed up the lobbying effort on a number of bills that could have adversely impacted how water companies operate. They also were instrumental in founding the California Association of Mutual Water Companies, an organization created to bring together the diverse interests of water companies throughout the State, and to advocate and educate on their behalf.

A proud Banana Slug, Andy received his B.A. in Economics from the University of California at Santa Cruz, and his J.D. from the USC in 1985, where he was a member of the Major Tax Planning Journal and the Computer/Law Journal. He is an active leader in Boy Scouts and was admitted to the California State Bar in 1985.

Emma Jane Fabech

Emma Jane Fabech is an associate at Lagerlof, Senecal, Gosney & Kruse, LLP. Her practice focuses on real estate transactions, estate planning, trust administration and probate. Emma Jane is particularly adept at assisting clients with complex real estate acquisition and disposition transactions, commercial leasing, financing, entity formation for asset protection, change-in-ownership issues, structuring estate plans, title issues and tax related issues. She frequently conducts extensive title examinations, and has issued title opinions regarding riparian water rights, restrictive covenants, easements and title defects. Prior to joining the firm, Emma Jane developed a strong personal and professional background in commercial real estate. This background gives her a unique insight into the needs and concerns of investment property owners.

Emma Jane received her Bachelor of Arts Degree from the University of Southern California in 2009, before earning her Juris Doctorate Degree from Loyola Law School in 2014. While in law school Emma Jane participated in the Center for Conflict Resolution’s Collaborative Mediation Clinic and the Bankruptcy Practicum at the Legal Aid Foundation of Los Angeles. She was admitted to the State Bar in 2014.
Dominic J. Nunneri

Dominic Nunneri joined the firm in 2014, and has performed litigation, transactional, and regulatory compliance work for public agencies, as well as private companies and families. He has counseled water purveyors concerning compliance with new laws, regulations, and permits. Dominic has assisted numerous public agencies and mutual water companies who must comply with the terms of the statewide permit for potable water system discharges issued under the National Pollutant Discharge Elimination System.

Dominic recently helped draft appellate briefs that gained a successful result for a public agency client in a Brown Act dispute. He also negotiated a renewal franchise agreement for an investor-owned utility with a large municipality.

Mr. Nunneri graduated from UCLA, where he earned his B.A. in Political Science. He subsequently earned his J.D. from USC, where he served as a staff member of the Southern California Review of Law and Social Justice, and also was a member of the Mediation Clinic where he mediated over 40 small claims cases. Dominic was admitted to the California State Bar in 2014 and is a board member of the Italian American Lawyers Association.
APPENDIX B

PROFESSIONAL SERVICES AGREEMENT ACCEPTANCE FORM

(ATTACHED)
Appendix B: Professional Services Agreement Acceptance Form

Firm Name: Lagerlof, Senecal, Cosney & Kruse, LLP

Address: 301 N. Lake Avenue, 10th Floor

City Pasadena State CA Zip Code 91101

Telephone: 626-793-9400 Fax: 626-793-5900

I have reviewed the RFP and Professional Services Agreement in their entirety. Our firm will execute the Professional Services Agreement with no exceptions.

Printed name of Authorized Representative: Roland Trinh

Signature of Authorized Representative:

Date: August 29, 2016
APPENDIX C

PUBLIC AGENCY CLIENT LIST

The following is a list of public agency and water law clients for whom the firm has or is providing legal services:

General Counsel (Current)

California Domestic Water Company – Jim Byerrum, President, (562) 947-3811
Central Basin Water Association – Tony Zampiello, Executive Secretary, (626) 815-1300
Crescenta Valley Water District – Tom Love, General Manager, (818) 248-3925
Hemet-San Jacinto Watermaster – Bruce Mortazavi, Watermaster Advisor, (714) 794-5520
Kinneola Irrigation District – Mel Matthews, General Manager, (626) 797-6295
La Puente Valley County Water District – Greg Galindo, General Manager, (626) 330-2126
Newhall County Water District – Steve Cole, General Manager, (661) 259-3610
Pico Water District – Mark Grajeda, General Manager, (562) 692-3756
Pomona-Walnut-Rowland Joint Waterline Commission – Erik Hitchman, Administrative Officer, (909) 595-1268
Public Water Agencies Group – Tom Coleman, Chair, (562) 697-1726
Puente Basin Water Agency – Michael Holmes, Administrative Officer, (909) 595-1268
San Gabriel Valley Municipal Water District – Darin Kasamoto, General Manager, (626) 969-7911
Santa Rosa Regional Resources Authority – Richard Aragon, Administrator, (951) 296-6900
Ventura Port District – Oscar Pena, General Manager, (805) 642-8538
Walnut Valley Water District – Michael Holmes, General Manager, (909) 595-1268
West Valley County Water District – Mark Crosby, General Manager, (661) 724-1860

General Counsel (Former) [contact names omitted where staff changes have occurred since our prior representation]

Bighorn Desert View Water Agency – (760) 364-2315
Castaic Lake Water Agency – (661) 297-1600
Hidden Valley Municipal Water District – (805) 498-8139
Orchard Dale Water District – Ed Castaneda, General Manager, (562) 941-0114
Palmdale Water District – Dennis LaMoreaux, General Manager, (661) 947-4111
Palm Ranch Irrigation District – (661) 943-2469
Quartz Hill Water District – Chad Reed, General Manager, (661) 943-3170
Sativa-Los Angeles County Water District – Thomas Martin, General Manager, (310) 631-8176
United Water Conservation District – (805) 525-4431
Water Replenishment District of Southern California – Robb Whitaker, General Manager, (562) 424-6688
Special Counsel (Current)

Cucamonga Valley Water District – Martin Zvirbulis, General Manager, (909) 987-2591; litigation concerning Rialto Groundwater Basin; former consulting on water rights issues
City of Grand Terrace – Richard Adams, City Attorney, (714) 446-1400; assistance in rate and facility dispute with neighboring city
City of Lakewood – Jim Glancy, Director of Water Resources, (562) 866-9771; representation in Central Basin Third Amended Judgment negotiations and related court proceedings
City of Long Beach – Long Beach Water Department, Kevin Wattier, General Manager, (562) 570-2300; representation in Central Basin Third Amended Judgment negotiations and related court proceedings
City of Norwalk – Adriana Figueroa, Administrative Services Manager, (562) 929-5511; assistance with real property leasing
City of Pasadena – Pasadena Water and Power; Lisa Hoose, Assistant City Attorney, (626) 744-4141; assistance with water rights issue and Clean Water Act compliance
City of Pomona – Darron Poulsen, Water and Wastewater Operations Director, (909) 620-2251; representation in Chino Basin Adjudication and other water-related issues
Palmdale Water District – Dennis LaMoreaux, General Manager, (661) 947-4111

Special Counsel (Former – services rendered within last 10 years)

City of California City – Christian Bettenhausen, City Attorney, (714) 446-1400; assistance with water rights issue
Camrosa Water District – current contact unknown; (805) 482-4677; Clean Water Act/Section 404 permit
City of La Habra – Jim Sadro, City Manager, (562) 383-4000; assistance with LAFCO issues
East Orange County Water District – contact has passed away; (714) 538-5815; district reorganization/LAFCO issue
La Habra Heights County Water District – Michael Gualtieri, General Manager, (562) 697-6769; assistance with Regional Water Quality Control Board NPDES permit issue
Olivenhain Municipal Water District - (760) 753-6466; preparation of legal opinion regarding authority to bottle and sell district water
City of Redondo Beach – current contact unknown; Waterfront and Economic Development, (310) 318-0631; representation regarding harbor matters
Rowland Water District – Tom Coleman, General Manager, (562) 697-1726; analysis and opinion concerning Main San Gabriel Basin Judgment
San Bernardino Valley Water Conservation District – David Cosgrove, General Counsel, (714) 662-4602; assistance with challenge to proposed consolidation through San Bernardino County LAFCO and assistance with employment-related matter
Ventura County Waterworks District No. 1 – Reddy Pakala, Ventura County Director of Water and Sanitation (805) 654-2320; assistance with water rights issues
City of Vernon – Scott Rigg, Public Works and Water Superintendent, (323) 583-8811, ext. 279; assistance with water rights issues
Special Counsel (Former — representation ended more than 10 years ago)

City of Beverly Hills
City of Brea
Central Basin Municipal Water District
City of Chino
City of Colton
City of Compton
City of Fillmore
Fox Canyon Groundwater Management Agency
City of Hermosa Beach
City of Inglewood
Little Rock Creek Irrigation District
Meiners Oaks County Water District
Morongo Community Services District
City of Monrovia
City of Moorpark
City of Ojai
Palo Verde Irrigation District
City of Redlands
City of Rialto
City of Simi Valley
City of San Bernardino
Trabuco Canyon Water District
City of Upland
Vallecitos County Water District
Vista Irrigation District
West San Bernardino County Water District
MAESA WATER DISTRICT

PROPOSAL TO PROVIDE
GENERAL LEGAL COUNSEL SERVICES

NAME OF FIRM:

meyers nave

• ADDRESS: 707 WILSHIRE BLVD., 24TH FLOOR
  LOS ANGELES, CA 90017
• TELEPHONE NUMBER: 213.626.2906
• E-MAIL ADDRESSES: RFPS@MEYERSNAVE.COM
  GNEWMARK@MEYERSNAVE.COM
• WEBSITE ADDRESS: WWW.MEYERSNAVE.COM
• FEDERAL TAX ID NUMBER: 94-3050358
• ORGANIZATIONAL TYPE: PROFESSIONAL LAW CORPORATION
• NUMBER OF YEARS IN BUSINESS: 30
• PERSON AUTHORIZED TO REPRESENT FIRM AND SIGN CONTRACTS FOR
  THE BUSINESS ENTITY:
  GREGORY J. NEWMARK, PRINCIPAL
  213.626.2906, GNEWMARK@MEYERSNAVE.COM
• CERTIFICATE OF INSURANCE: ATTACHED

555 12th St., Suite 1500
Oakland, California 94607

707 Wilshire Blvd., 24th Floor
Los Angeles, California 90017

555 Capitol Mall, Suite 1200
Sacramento, California 95814

575 Market St., Suite 2080
San Francisco, California 94105

402 West Broadway, Suite 400
San Diego, California 92101

555 Fifth Street, Suite 320
Santa Rosa, California 95401
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ATTACHMENT: CERTIFICATE OF INSURANCE
Section 1. Firm Qualifications and Experience

Meyers Nave is a leading multidisciplinary law firm serving public agencies throughout California. Since the firm’s founding in 1986, we have grown to six offices with nearly 70 public law attorneys. As general counsel, we would primarily serve the Mesa Water District from our Los Angeles office with support from other offices as appropriate. For example, we are currently providing special counsel LAFCO services to the District from our Oakland office.

Our attorneys practice in over 15 areas of public law, from general governance to land use to public finance to labor and employment. Our ability to efficiently deploy a wide range of issue-specific expertise is a hallmark of Meyers Nave, and the reason hundreds of California’s public entities have turned to us for transactional, trial, and litigation support in many of their high-stakes matters.

We currently serve as General Counsel to 40 special districts/JPAs providing an array of public services, including power, water, sanitation, irrigation, fire, police, transportation, parks and recreation and other community services. We also serve as City Attorney to 19 municipalities as well as serving as special counsel to hundreds of other public agencies statewide. Among our capabilities are the following areas specified in the District’s Scope of Work:

General Governance
In this era of heightened scrutiny of ethics in government, special districts are increasingly engaging Meyers Nave for governance-related counsel. We offer a robust practice in the key laws—Ralph M. Brown Act, the California Public Records Act, conflicts of interest, and sunshine ordinances—that mandate how local governments operate as well as the resources to respond swiftly to matters that are urgent, high-stakes and complex. Our team has handled thousands of Public Records Act requests for public agencies. Our attorneys have appeared before the Fair Political Practices Commission and contributed to “A Local Official’s Reference on Ethics Laws,” a publication of the Institute for Local Self Government. Many times per year our attorneys present seminars, webinars and training sessions to local government organizations, such as the California Special Districts Association.

Environmental Law
We represent clients in matters relating to management and control of water resources, including water rights, wastewater, storm water, recycled water and water planning. We are involved in water issues throughout the state, including those related to the Sustainable Groundwater Management Act, Clean Water Act, the Porter-Cologne Water Quality Control Act, the Water Recycling Act of 1991, California and federal endangered species laws, and the Urban Water Management Planning Act. As water rights counsel, we represent public entities in proceedings before the State Water Resources Control Board and in court. We advise numerous clients regarding competing claims to wastewater.
Eminent Domain
Our Eminent Domain and Inverse Condemnation Practice Group is recognized statewide as a leader in eminent domain law. This team has successfully tried numerous jury and bench trials in Superior Courts in Northern and Southern California and has facilitated thousands of acquisitions throughout California for all types of public projects.

Public Contracts and Construction
We negotiate, draft and counsel on a broad range of agreements. We are well-versed in the California Public Contracts Code, the California Civil Code and other state laws relating to contracting. In particular, our team has helped implement, administer and manage multimillion-dollar wastewater treatment plant projects—for new construction, improvement, replacement, expansion, and repair—using various project delivery methods, including alternative methods. We have helped clients improve and enhance existing treatment facilities in order to meet cease and desist orders and new NPDES permits issued by a Regional Water Quality Control Board.

Labor and Employment
Our general counsel attorneys routinely consult with administrators about personnel-related issues including nepotism, outside employment, and employee involvement in political activity. We coordinate with our Workplace Investigations Team (when warranted), and review such reports to ensure they reflect the scope of the investigative assignment. We advise board members in closed sessions and work with key staff on handling resignations and implementing employment contracts as well as cases involving alleged wrongful termination, whistleblowing, discrimination and harassment issues.

Representative Engagements and References

The Metropolitan Water District of Southern California
Catherine M. Stites, Senior Deputy General Counsel
700 North Alameda St., Los Angeles, CA  90012
Telephone: 213.217.6533
Email: cstites@mwdh2o.com

Greg Newmark, our proposed General Counsel for the Mesa Water District, defended the MWD in Orange County Water District v. Northrop Corp., et al., which was litigated in Orange County Superior Court’s complex case division. Northrop alleged MWD was responsible for perchlorate in the North Basin because perchlorate was previously found in water MWD imported from the Colorado River. We negotiated a dismissal of our client and all other cross defendants.

Inland Empire Utilities Agency
P. Joseph Grindstaff, General Manager
6075 Kimball Avenue
Chino, CA 91708
Telephone: (909) 993-1730
Email: jgrindstaff@ieua.org
Greg is representing the IEUA in a multiparty dispute over a multimillion-dollar cleanup of the South Archibald trichloroethylene (TCE) groundwater plume. IEUA is leading this effort to creatively resolve a decades-old problem. To fund a cleanup, he worked with IEUA to leverage grant money from several different sources. So far, pitched litigation has been avoided while the parties direct their efforts toward developing a solution.

**State Water Resources Control Board**
Michael A.M. Lauffer, Chief Counsel
1001 I Street, 22nd Floor, Sacramento, CA 95814-2828
Telephone: 916.341.5183
Email: michael.lauffer@waterboards.ca.gov

While working for the Attorney General, Greg Newmark defended the State Water Resources Control Board and California Regional Water Quality Control Board, Los Angeles Region, in a challenge to wastewater discharge permits, *City of Burbank, et al. v. State Water Resources Control Board, et al.*, by the cities of Burbank and Los Angeles. The issues involved the California Porter-Cologne Water Quality Control Act, federal Clean Water Act, state Administrative Procedure Act, CEQA and fee recovery under Code of Civil Procedure section 1021.5. Greg assisted lead trial counsel in Superior Court, and was lead counsel on appeal and remand. He presented oral argument in the California Supreme Court, in which the state prevailed.

**Why Select Meyers Nave?**
Though there are many reputable and knowledgeable legal firms in the market, the following differentiators define why Meyers Nave would be the best General Counsel for the District.

**Meyers Nave’s size and focus on public law** will serve the District well and cost-effectively.

**Our proposed general counsel, Greg Newmark,** is a leading California attorney on water issues. He has deep experience with every water entity and issue cited in the District’s RFP, including his representation of the Metropolitan Water District of Southern California and—during his six years as a California Deputy Attorney General—the State Water Resources Control Board and the Department of Water Resources.

Greg will be well-supported on general counsel matters by **John Bakker, the Chair of Meyers Nave’s Municipal and Special District practice** and current LAFCO counsel for the District.

Additional **Meyers Nave lawyers have the specialized experience** to handle all the work detailed in the RFP, including eminent domain, public contracts and construction.

**Consistent responsiveness** is our approach to client objectives and needs. We encourage you to contact our references to verify our commitment.
Clients with Real Property Within the District’s Boundaries

Clients we have served in the last three years that have real property within the District’s boundaries: Mesa Water District, City of Costa Mesa, and Costa Mesa Sanitary District (not a current client).

Current Public Agency Clients

Meyers Nave has 357 public agency clients in California.

6 Orange County Public Agency Clients: Mesa Water District, East Orange County Water District, Municipal Water District of Orange County, County of Orange, City of Costa Mesa, City of Newport Beach

19 City Attorney Clients: Citrus Heights, Cloverdale, Cotati, Dublin, El Cerrito, Healdsburg, Larkspur, Livingston, Los Altos Hills, Modesto, Pinole, Pittsburg, Plymouth, Rancho Cordova, San Leandro, South San Francisco, Union City, Walnut Creek, Windsor

40 Public Agency General Counsel clients: Bay Area Urban Areas Security Initiative, Bayshore Sanitary District, Bodega Bay Public Utility District, Burbank Sanitary District, Central Contra Costa Sanitary District, Central Contra Costa Solid Waste Authority, Crockett Community Services District, East Bay Dischargers Authority, East Bay Regional Communications System Authority, Fallon Village Geologic Hazard Abatement District, Graton Community Services District, Housing Authority of Monterey County, Kensington Fire Protection District, Local Government Services Authority, Mark Twain Health Care District, Mendocino County Community Development Commission, Menlo Park Fire Protection District, Monterey County Housing Authority Development Corporation, Moraga-Orinda Fire District, Municipal Services Authority, Napa Sanitation District, Northern California Power Agency, Novato Sanitary District, Oro Loma Sanitary District, Regional Government Services Authority, Rodeo-Hercules Fire Protection District, Rolling Hills Community Services District, Sausalito-Marin City Sanitary District, Schaefer Ranch Geologic Hazard Abatement District, South San Francisco Conference Center Authority, Stege Sanitary District, Sweetwater Springs Water District, Tamalpais Community Services District, Tri-Valley Transportation Council, Truckee Sanitary District, Twain Harte Community Services District, West Contra Costa Transportation Advisory Committee, West Valley Sanitation District of Santa Clara County, Windsor Water District, Yosemite Alpine Community Services District

Conflict of Interest Statement

Meyers Nave is pleased to be currently advising the Mesa Water District as special counsel on Local Agency Formation Commission (LAFCO) matters. We have also reviewed the firm’s public and private client list in light of the District’s RFP for General Counsel. While we have not identified any current financial, business, professional, or other relationship adverse to the District, we disclose the following:
• Our current engagements include matters for the Metropolitan Water District of Southern California and the California Department of Water Resources.

• We have previously represented the County of Orange and the Municipal Water District of Orange County. We were recently approved to serve on the County’s environmental law panel, but have not been assigned to handle a matter as of the date of this proposal’s submission.

Meyers Nave and its attorneys conform to the ethical rules of the State Bar’s California Rules of Professional Responsibility regarding conflicts and potential conflicts. We promptly identify such conflicts or potential conflicts and obtain the concurrence of the client as to the manner in which the conflict will be resolved. Depending upon the nature of the conflict or potential conflict, this may take the form of an ethical wall; written and knowing consent of the client; recusal from a matter; or withdrawal from representation.

**Lawsuit, Malpractice or State Bar Complaints**

Neither the firm nor any of the attorneys employed by the firm have ever been successfully sued for malpractice, been the subject of complaints filed with the State Bar or had discipline imposed.

In 2014, the City of Bell filed a complaint in Los Angeles Superior Court against Meyers Nave Riback Silver & Wilson relating to the firm’s role as Interim City Attorney during a brief period after corruption among the city’s elected officials became public. The suit was dismissed.

**Value-added Qualifications and Services**

We routinely send e-alerts to clients and interested parties. These e-alerts focus on new developments and breaking legal news, summarized by our attorneys. We also offer opportunities throughout the year to attend complimentary webinars and live seminars on such public law topics as ethics, human resources, the Brown Act and the Public Records Act.

Public agency managers frequently commend our training services for giving attendees the information and skills they can immediately apply in the workplace. Some of our most popular workshops have been on effective discipline; hiring practices; avoiding workplace harassment and discrimination; compliance with the Fair Labor Standards Act and conducting FLSA audits, and medical leaves. We would be happy to customize a training program for the District.

Furthermore, we can instruct your staff on how to use our template agreements and short-form contracts with minimal additional review by our attorneys. As described in this response, Meyers Nave has considerable experience with a wide range of legal issues that may arise in the context of advising the Agency. To the extent that we have already prepared opinions or analyses for other clients that may be relevant to issues faced by the District, it may be possible for us to provide general advice to the District at little or no additional cost.
Section 2. Staff Experience and Availability

Organizational Chart
Here is the chart showing the reporting relationships proposed for this engagement. All of the proposed team members are available to serve the District as needed.

Gregory J. Newmark
Education
- Hastings College of the Law, JD, 1997
- University of New Mexico, BA in History and minor in Biology, cum laude, 1994

California Bar Admission: 12/3/1997
Practicing Since: 1997

Greg Newmark leads the Los Angeles office and the firm’s statewide, multidisciplinary Drought Response Team. He represents local agencies in litigation and compliance matters regarding water quality, water rights, environmental contamination, inverse condemnation, the California Environmental Quality Act (CEQA) and the National Environmental Policy Act (NEPA). Greg often serves as counsel in proceedings before the State Water Resources Control Board and the California Regional Water Quality Control Board, working closely with his clients and with water board staff and counsel to negotiate the terms of permits and enforcement orders.
Greg has also counseled clients on water rights issues regarding recycled water, wastewater treatment plant effluent and storm water and in disputes between water agencies regarding service duplication claims. He also has extensive experience with water quality matters, including NPDES and water reclamation permitting and groundwater contamination litigation. He has also handled numerous cases involving groundwater contamination issues, including regulatory cleanup orders and cost recovery actions against responsible parties.

As a Deputy Attorney General, Greg presented oral argument in the first Clean Water Act case reviewed by the California Supreme Court and also argued the state’s first reported decision to adjudicate a challenge to the merits of a total maximum daily load (TMDL) under the Clean Water Act and California’s Porter-Cologne Water Quality Control Act. Greg received commendations from the State Water Resources Control Board and the California Regional Water Quality Control Board, Los Angeles Region, for his representation of those agencies in water quality litigation. He was also commended by the U. S. Department of Justice “for outstanding performance and invaluable assistance” in a water quality case.

Prior to joining the Attorney General’s Office, Greg represented non-profit groups in environmental citizen suits under Proposition 65, NEPA, the Clean Water Act and the Endangered Species Act. Since entering private practice, Greg has maintained the close relationships he formed with state water quality agencies and the United States Environmental Protection Agency.

Greg has served as Co-Chair of the State Bar’s Environmental Law Section Legislation Committee and as a member of the section’s Executive Committee.

Specific Water Regulation and Litigation Experience

Los Angeles Dept. of Water and Power: CEQA and Water Rights Issues
Greg represented the Los Angeles Department of Water and Power in litigation related to the Department’s water rights on Mammoth Creek and the Owens River and proposed actions by the Mammoth Community Services District that could affect those rights. He also represented LADWP on an appeal to the City Council of an Environmental Impact Report for the Elysian Reservoir Water Quality Improvement Project.

East Orange County Water District: Expansion of Groundwater Pumping Capacity
Greg represented the East Orange County Water District (EOCWD) in CEQA proceedings regarding the Irvine Ranch Water District’s proposed expansion of its groundwater pumping capacity. If not properly mitigated, the proposed project could impact EOCWD’s existing water supply wells.

City of Palmdale: Prevailed in Water Recycling Act Litigation
Greg defended the City of Palmdale in a lawsuit, Palmdale Water District v. City of Palmdale, where the plaintiff sought to enjoin the city’s efforts to obtain and utilize recycled water and
alleged claims under the Water Recycling Act of 1991. The city prevailed in the original writ of mandate proceedings, and the remaining damages claims were settled when the parties agreed to form a joint powers agency.

**Inland Empire Utilities Agency: Complex Groundwater Contamination Issues**

Greg is representing the IEUA in a multiparty dispute over a multimillion-dollar cleanup of the South Archibald trichloroethylene (TCE) groundwater plume. IEUA is leading this effort to creatively resolve a decades-old problem. To fund a cleanup, he worked with IEUA to leverage grant money from several different sources. So far, pitched litigation has been avoided while the parties direct their efforts toward developing a solution.

**San Diego County Regional Airport Authority: Sediment Contamination**

Greg represents the Airport Authority in negotiations with the Regional Water Quality Control Board regarding investigation of sediment contamination in San Diego Bay. The Regional Board alleges that polychlorinated biphenyls (PCBs) and heavy metals were discharged from the airport’s industrial storm water system into the bay. The matter is ongoing and requires an understanding of the interplay between state and federal water quality laws, including amendments to the Water Quality Control Plan for Enclosed Bays and Estuaries of California, the Industrial General Storm Water Permit, the surrounding municipal separate storm sewer system (MS4) and related permit, and the ongoing adoption of Total Maximum Daily Loads.

**C/CAG and Alameda Countywide Clean Water Program: Stormwater Unfunded Mandates**

Greg represented the City/County Association of Governments (C/CAG) of San Mateo County and the Alameda countywide Clean Water Program as amicus curiae in the County of Los Angeles’ appeal pending before the California Supreme Court concerning the right of local agencies to obtain reimbursement for unfunded mandates imposed by the state in regional MS4 permits. We also represent member agencies of those organizations in test claim proceedings before the Commission on State Mandates seeking reimbursement for unfunded storm water mandates.

**County of Los Angeles: Seismic Retrofit Project and Habitat Mitigation**

Greg provided legal advice to the County regarding a seismic retrofit project on a bridge over the San Gabriel River. Even though the U.S. Army Corps of Engineers declined to assert jurisdiction under Clean Water Act section 404, the California Regional Water Quality Control Board, Los Angeles Region, persisted in asserting jurisdiction under Clean Water Act section 401 and demanded 1.2 acres of habitat mitigation. He assisted the County in developing a successful strategy that convinced the Regional Board to agree no mitigation was required.

**City of Barstow: Investigations of Wastewater Disposal Area**

When elevated levels of nitrate were found in groundwater down gradient from a former City of Barstow wastewater disposal area, a series of investigation orders and a replacement drinking water order were issued by the California Regional Water Quality Control Board, Lahontan Region. Greg and his team commented on multiple drafts of the order as well as negotiated with regional board staff and attorneys to reach a mutually acceptable cleanup order.
City of South Francisco: Federal Clean Water Act Citizen Suit
In *San Francisco Baykeeper v. City of South San Francisco*, Greg represented the City in a federal Clean Water Act citizen suit regarding sanitary sewer overflows. The matter was resolved by a consent decree with a financial cap on the city’s obligations.

State, Regional Water Boards: Storm Water Lawsuit to Control Trash Discharge

County of Stanislaus: Successful Advocacy for Cost-Effective Landfill Cleanup
The Central Valley Regional Water Quality Control Board issued a draft cease and desist order that would have required the County to implement a new and expensive groundwater extraction and treatment remedy to address volatile organic compounds allegedly migrating from the closed Geer Road Landfill to the nearby Tuolumne River. At the hearing’s conclusion, the Board’s prosecution team agreed with the approach advocated by Meyers Nave’s Greg Newmark, allowing the County to pursue source control efforts before requiring the new treatment remedy.

Anaheim Redevelopment Agency: Compelled Private Owner to Remediate
Greg successfully represented the agency in *Anaheim Redevelopment Agency v. Tesoro Refining and Marketing Company*. The defendant refused to accept primary responsibility, claiming the City did not have a right to recover costs under the Polanco Act and had failed to file within the statute of limitations. Ultimately, the defendant settled and paid response costs.

Pittsburg Redevelopment Agency: Compelled Private Owner to Remediate
Greg represented the agency as plaintiff in *Redevelopment Agency of the City of Pittsburg v. Marine Express, Inc.*, to recover the cost of investigating and remediating contaminated property under the Polanco Act and to compel the property owner to take remedial actions, and reached a favorable settlement.

City of Glendale: Industrial Stormwater Litigation Resolved Favorably
Greg defended the City of Glendale against a third party citizen suit claim under the Clean Water Act, alleging that the city’s Recycling Center violated the General Industrial Stormwater NPDES Permit. He successfully negotiated a favorable settlement agreement on the city’s behalf.

City of Chico: Clean Water Act Citizen Suit
Greg defended the City of Chico in a federal Clean Water Act citizen suit, *California Sportfishing Protection Alliance (CSPA) v. City of Chico*, brought by an environmental group for alleged
violations of the Industrial General Storm Water Permit regarding the drainage system at the city’s airport. We retained an expert consultant to support the litigation, and we directed the consultant’s work to revise the city’s Industrial Storm Water Pollution Prevention Plan. The matter settled on favorable terms.

**City of Sebastopol, Clean Water Act Action**
Greg is representing the City of Sebastopol in settling claims asserted in a 60-day notice of intent to sue under the federal Clean Water Act from the Northern California River Watch regarding sanitary sewer overflows and force main failure. Also, defending the city against related administrative civil liability proceedings initiated by the California Regional Water Quality Control Board, North Coast Region.

**Administrative Proceedings Regarding City of Dixon Wastewater Treatment Plant**
Greg represented the City of Dixon in proceedings before the California Regional Water Quality Control Board, Central Valley Region. The case regarded a complaint for administrative civil liability and cease and desist order relating to alleged reporting violations and groundwater contamination.

**Confidential Municipality, Pre-1914 Appropriative Water Rights Assessment**
Greg is representing a Northern California municipality in its effort to research, investigate and substantiate the priority and scope of its pre-1914 appropriative water rights in response to correspondence from the enforcement staff at the State Water Resources Control Board.

**Confidential Municipality, Water Rights to Treated Wastewater Assessment**
Greg provided water rights counsel to a Central Valley municipality regarding competing water rights claims to treated wastewater.

**Analysis of Surface Water Rights in Adjudicated Basin**
Greg researched and analyzed regulatory compliance obligations and water rights transfer in an adjudicated basin in Northern California.

**City of Healdsburg, Alleged NPDES Violations**
Greg represented the City of Healdsburg in settlement negotiations and administrative proceedings regarding a civil liability complaint from the California Regional Water Quality Control Board, North Coast Region, alleging violations of NPDES permit effluent limitations.

**Water Replenishment District of Southern California, Alleged NPDES Violations**
Greg represented the Water Replenishment District in response to a threat of administrative civil liability penalties for alleged violations of general NPDES permit reporting requirements.

**City of Healdsburg, NPDES Permitting Proceedings**
Greg represented the City of Healdsburg in NPDES permitting proceedings before the California Regional Water Quality Control Board, North Coast Region. This matter involves proper interpretation of the Basin Plan and calculation of effluent limitations.
Cities of Dublin and San Leandro, NPDES Permit Challenge
Greg is representing the cities of Dublin and San Leandro in an administrative appeal of the California Regional Water Quality Control Board, San Francisco Bay Region, Municipal Regional Stormwater NPDES Permit. The cities challenged both administrative procedures for permit adoption as well as improper substantive requirements imposed in violation of state and federal laws.

Southern California Regional Rail Authority, Waste Discharge Matter
Greg is representing the Southern California Regional Rail Authority (Metrolink) in preparing a response to a directive from the California Regional Water Quality Control Board, Los Angeles Region, to submit a report of waste discharge for groundwater pumped out of Tunnel 26 near Chatsworth, Calif.

Cities of Arcadia et al. v. State Water Resources Control Board et al., Orange County Superior Court Case No. 06CC02974
Greg represented defendants of the State Water Resources Control Board and California Water Quality Control Board, Los Angeles Region in action brought by coalition of municipalities challenging Water Boards’ triennial review of Water Quality Control Plan. He was interim lead counsel until departure from state service.

City of Thousand Oaks v. State Water Resources Control Board et al v., Los Angeles Superior Court, Case No. BS067393, Second Appellate District, Division Five, Case No. B 158785
Greg represented defendants of the State Water Resources Control Board and California Water Quality Control Board, Los Angeles Region, in action challenging $2.3 million civil penalty assessed against the plaintiff City of Thousand Oaks for spilling 86 million gallons of raw sewage. Assisted lead counsel in arguing motions and drafting briefs. The case was settled for payment of reduced penalty.

County Sanitation District No. 14 of Los Angeles County v. California Regional Water Quality Control Board, Lahontan Region, Riverside County Superior Court, Case No. 434672
Greg represented defendants of the California Regional Water Quality Control Board, Lahontan Region, in action challenging cease and desist order issued to abate nuisance created by flooding of dry lake with waste water. He was assistant trial counsel until departure from state service.

County Sanitation District No. 20 of Los Angeles County v. California Regional Water Quality Control Board, Lahontan Region, Riverside County Superior Court, Case No. 434677
Greg represented defendants of the California Regional Water Quality Control Board, Lahontan Region, in action challenging cease and desist order issued to abate contamination of groundwater by waste water. He was lead trial counsel until departure from state service.
Lindsey F. Zwicker

Education
⦁ University of California at Los Angeles, School of Law, JD/MPP, 2010
⦁ University of California at Santa Barbara, BA, summa cum laude, Women’s Studies, 2003

California Bar Admission: 11/26/2010
Practicing Since: 2010

Lindsey Zwicker is a member of the multidisciplinary Drought Response Team and the Municipal and Special District Law Practice Group, focusing her practice on the myriad of issues specific to public agencies. Meyers Nave clients she has served include Napa Sanitation District, Moraga-Orinda Fire District, and Kensington Fire Protection District. Lindsey has counseled clients in areas of water law, land use and zoning law, government ethics, public records, and development impact and other fees. Lindsey has also advised clients on a range of water rights issues.

Prior to joining Meyers Nave, Lindsey developed extensive experience in public policy, providing governmental officials and non-governmental organizations with regulatory analysis, case law review and legislative development advice. At ChangeLab Solutions, Lindsey tracked and analyzed the progress of state-level bills related to land use, community development and environmental impact; and provided technical legal assistance to public agencies, school boards and advocates on a broad range of topics, including compliance with household mold exposure standards, liability for public schools and local agencies engaged in shared land use agreements to improve public access to recreational spaces, and state compliance with federal transportation planning laws.

Lindsey earned her joint Juris Doctor/Master in Public Policy degree from the University of California, Los Angeles, School of Law and School of Public Affairs. While in law school, she founded the “Law Students for Reproductive Justice” student organization and served as Editor-in-Chief of the UCLA Women’s Law Journal.
Spencer Wilson is a Senior Associate in the Labor and Employment Practice Group, where he draws from broad experience in complex civil public interest matters to counsel and litigate on behalf of his clients. Spencer has worked at the trial and appellate levels in state and federal courts on a broad array of issues, including employment and labor law, civil rights, and arbitration law.

His experience includes leaves of absence (including the interplay among the Family and Medical Leave Act, Americans with Disabilities Act, pregnancy disability leave, absences due to workplace injuries, mandatory sick leave, and other types of time off provided under the Labor Code, employer policies, and collective bargaining agreements), administering effective discipline that will withstand arbitration, conducting confidential workplace investigations involving highly sensitive matters, litigating wrongful termination lawsuits involving discrimination and retaliation, drafting personnel policies and employee contracts, and advising on disability issues (such as accommodation, medical privacy, discrimination claims).

Before joining Meyers Nave, Spencer was the recipient of two fellowships, one to work at Public Justice, a national public interest law firm, and another to work at Bay Area Legal Aid. He also worked as a legislative aide to a U.S Congressman and served as the Editor in Chief for the Texas Journal on Civil Liberties and Civil Rights.

Spencer is admitted to practice in all California courts, the United States District Court for the Northern District of California, the United States Court of Appeals for the Ninth Circuit, and the United States Supreme Court.

Among the clients Spencer has served at Meyers Nave is the Delta Diablo Sanitation District.
John D. Bakker

Education
- University of California, Hastings College of the Law, JD, 1998
- University of California at Berkeley, BA, History, 1995

California Bar Admission: 12/9/1998

Practicing Since: 1998

John Bakker chairs the firm’s flagship practice group, Municipal and Special District Law, overseeing the work of more than 30 attorneys who serve as city attorneys to municipalities and general counsel to special districts throughout the state. John is an experienced and knowledgeable advisor on the full range of public law issues. His areas of focus include government finance (Propositions 13, 62, and 218), Political Reform Act compliance (lobbying, conflicts, campaign finance), elections (initiative and referendum), the Cortese-Knox-Hertzberg Local Government Reorganization Act (annexations, incorporations, and reorganizations), land use, and telecommunications, energy and public utilities.

Since joining the firm in January of 2001, John has advised municipal clients on these and other public law issues and advised private clients on the procedures for incorporating new cities. Currently, John serves as City Attorney for the City of Dublin, Chief Assistant City Attorney of Walnut Creek, and General Counsel for the Bayshore Sanitary District, the Moraga-Orinda Fire District, the Kensington Fire Protection District, the Napa Sanitation District and the Tamalpais Community Services District.

Many of the firm’s clients rely on John’s knowledge of funding issues related to utility and other public infrastructure projects. He has advised clients on development impact fees; the adoption and increase of water, sewer, storm water and solid waste service charges; and water and sewer connection and capacity charges. In advising cities on comprehensive updates to their development impact fee programs, John reviews supporting documentation, ensures compliance with the Mitigation Fee Act and constitutional requirements, and prepares necessary legislation. He has also advised several cities in disputes with developers over the application of impact fees to their projects. John has also served as an expert on Proposition 218 proceedings in a patent infringement lawsuit.
Section 3. Understanding of Scope of Work

General Legal Counsel’s Role
The general counsel must be a trusted and objective professional resource to the Board and to the management staff. We are problem solvers, not policymakers. We never fail to recognize that the client is the decision-maker. To this end, we provide unbiased analyses of legal restrictions, with our overall task being to help the District achieve its objectives in a legally sound manner.

Effective Working Relationships
Our attorneys encourage an open and constant dialogue with Board members and District staff. We advise on an ongoing basis through various mechanisms — in closed session, via written communication, and by personal contact — on not only the risks and alternatives of potential decisions, but also costs. With regard to internal legal issues and developments in litigation, we keep the District consistently informed about the status. In the event that the General Counsel learns of information that could result in liability to the District, we will advise the Board after consulting with the General Manager, if appropriate. Such information is conveyed at closed sessions and in confidential memoranda.

Legal Status Updates
We are amenable to various approaches for reporting to keep our clients informed on the status of projects, requests and litigation. Some clients prefer a detailed matrix (summarizing the status of open matters, the individuals involved, and the responsible attorney), others request a brief status memorandum, while others tell us they do not want a monthly formal update, relying instead on our monthly billing statements. Further, some clients want to receive the information in person, via email, a periodic phone conference, or a combination of any of these options.

Estimating the costs v. benefits of litigation
Even when litigation appears unavoidable or even desirable, we recommend examining all options before pursuing it. We assess the legal matter, potential outcomes and risks, and timelines, as well as legal costs and other factors, such as potential publicity. We provide cost estimates of continuing litigation through trial and compare these costs to the potential costs of settlement, in addition to analysis of the District’s chances of prevailing. Of course, the costs and benefits of litigating or settling may include non-monetary costs and benefits. To the extent known, we include a discussion of these non-monetary costs and benefits in the cost/benefit calculation that we prepare for our client’s consideration.

Providing Other Needed Services
We typically consult with the appropriate Meyers Nave practice group leader to identify which attorney can deliver the highest-quality and most cost-effective result. We would either work
together to provide a comprehensive analysis for the District or the specialist will handle the matter under Greg’s supervision. On the rare occasion that we do not believe we have sufficient expertise—for example, on workers’ compensation matters—we will recommend you retain, or we subcontract with, appropriate counsel. As always, you, as our client, would have to approve the strategy and assigned attorney before we move forward.

Public and Media Interactions
We understand how important it is to treat members of the public with the utmost respect. They are the constituency which the District serves. We are also mindful that our client is the District, not the public per se. We cannot discuss confidential matters with members of the public, and, often, the District Manager and not legal counsel is the preferred person to interact with the public.

Our role with the media is as directed by the client. Some of our clients prefer we do not talk with the media; while others request that we take the lead in communicating, not only regarding litigation but also with respect to potentially sensitive issues. Meyers Nave also has in-house public relations service. We have helped many of our clients with strategies to deliver their messages effectively for the media and the public.

Response Time
The time of your staff and officials is valuable to us. We strive to meet any specific need for availability and avoid any unwarranted delay. If we cannot immediately respond, we generally return every phone call or e-mail within a few hours of receiving the contact.

Getting Up to Speed
As noted elsewhere in this proposal, Meyers Nave is already very familiar with the landscape for California public agencies, including water districts and Orange County agencies and the Mesa Water District in particular, which we are currently serving as special counsel on LAFCO-related issues. We would also review publicly available materials such as Board meeting agendas and minutes, and meet individually with the General Manager and Board members to discuss their priorities.

Staffing
Our firm’s offices employ more than three dozen legal administrative assistants/secretaries and paralegals support our nearly 70 attorneys. We are fully staffed to support the District, as all of our personnel have experience in public law and many possess a specialty background in serving water districts.

Computer Resources and Information Management Systems
We are ready and able to communicate in person and via telephone, videoconference or e-mail. We rely on many variations of these methods depending on the urgency of the matter, but generally find that e-mail is the optimal means of transmitting many requests. Our technology staff can work with the District to connect to the District’s local area network if necessary. We have videoconference, videotaping and video editing capabilities established in...
all our offices. When receiving requests from his clients, Greg recommends that they include a brief description of the request, the due date, and the District’s point-person with whom our office will work.

**Monthly Reporting**

We are amenable to various approaches for reporting to keep our clients informed on the status of projects, requests and litigation. Some clients prefer a detailed matrix (summarizing the status of open matters, the individuals involved, and the responsible attorney), others request a brief status memorandum, while others tell us they do not want a monthly formal update, relying instead on our monthly billing statements. Further, some clients want to receive the information in person, via email, a periodic phone conference, or a combination of any of these options.

**Tracking and Managing Legal Costs**

We create and use different cost containment strategies, developed in coordination with the client. For example, with some clients, only the General Manager and department heads are allowed to assign work to us; for other clients, any work assigned to us that exceeds a specified numbers of hours must be approved by the General Manager. We strive for a proactive work approach with clients such that, if a client asks us to research a particularly complex issue, we may advise the client of the possible cost so that the client may decide whether or not to pursue that issue.

As described in this response, Meyers Nave has considerable experience with a wide range of legal issues. To the extent that we have already prepared opinions or analyses for other clients that may be relevant to the District’s issues, we may be able to provide general advice to the District at little or no additional cost.

We also offer clients opportunities to enhance their understanding of legal issues and ability to handle them independently if appropriate. For example, our attorneys can train staff to review and analyze public records requests, make initial determinations about which records are within the scope of the Public Records Act, and recognize when and where specific statutory exemptions might apply. District staff and Board members can also participate in our complimentary client seminars throughout the year. In addition, we can provide the District with template agreements and short-form contracts that can easily be adapted with minimal additional review by our attorneys.

Lastly, we provide periodic status reports to our clients and have budget software that provides our clients with real-time assessments of work in progress. We are always open to meeting with the District to review our firm’s legal invoices with an eye toward economizing. We scrutinize our bills carefully and do not bill clients for in-house administrative tasks, conferences, or training.
Gregory (Greg) Newmark leads the Los Angeles office and the firm’s statewide, multidisciplinary Drought Response Team. He represents local agencies in litigation and compliance matters regarding water quality, water rights, environmental contamination, inverse condemnation, brownfields, and First Amendment and other constitutional issues. Greg also advises public entities on land use laws, including the California Environmental Quality Act and the National Environmental Policy Act, and reviews environmental documents. Greg has extensive litigation experience, including complex multi-party disputes.

Representing clients in a broad array of environmental and land use matters, he often serves as counsel in administrative permitting and enforcement proceedings before the State Water Resources Control Board and the California Regional Water Quality Control Board. He works closely with his clients and with water board staff and counsel to negotiate the terms of permits and orders. When necessary, he litigates administrative appeals and civil actions on behalf of waste discharge and NPDES permittees.

Greg has handled numerous cases involving groundwater contamination issues. These matters range from regulatory cleanup orders to cost recovery actions against responsible parties. Greg often strategizes with expert consultants to develop the best solution for each matter.

Prior to joining Meyers Nave, Greg was a Deputy Attorney General for the California Department of Justice. In this role, he represented natural resources agencies (e.g., the State Water Resources Control Board, the Department of Forestry and Fire Protection, the Department of Water Resources, and the Department of Fish and Wildlife) in trial court and appellate litigation regarding air and water pollution, inverse condemnation, CEQA, exotic species and endangered species, and fire suppression cost recovery.
As Deputy Attorney General, Greg presented oral argument in the first Clean Water Act case reviewed by the California Supreme Court (*Burbank v. State Water Resources Control Board*). He also argued the first California reported decision to adjudicate a challenge to the merits of a total maximum daily load (TMDL) under the Clean Water Act and California’s Porter-Cologne Water Quality Control Act (*City of Arcadia, et al. v. State Water Resources Control Board, et al*).

Greg received commendations from the State Water Resources Control Board and the California Regional Water Quality Control Board, Los Angeles Region, for his representation of those agencies in water quality litigation. The U.S. Department of Justice also commended him “for outstanding performance and invaluable assistance” in a water quality case.

Prior to joining the Attorney General’s Office, Greg represented nonprofit groups in environmental citizen suits under Proposition 65, NEPA, the Clean Water Act and the Endangered Species Act. During law school, he served as a judicial extern to the Honorable A. James Robertson II in San Francisco Superior Court.

Greg is admitted to the U.S. Court of Appeals, Ninth Circuit, and the U.S. Northern, Eastern and Central district courts in California.
JOHN D. BAKKER

John Bakker chairs the firm’s flagship practice group, Municipal and Special District Law, overseeing the work of more than 30 attorneys who serve as city attorneys to municipalities throughout the state. John is an experienced and knowledgeable advisor on the full range of public law issues. His areas of focus include government finance (Propositions 13, 62, and 218), Political Reform Act compliance (lobbying, conflicts, campaign finance), elections (initiative and referendum), the Cortese-Knox-Hertzberg Local Government Reorganization Act (annexations, incorporations, and reorganizations), land use, and telecommunications, energy and public utilities. Since joining the firm in January of 2001, John has advised municipal clients on these and other public law issues and advised private clients on the procedures for incorporating new cities. Currently, John serves as City Attorney for the City of Dublin, Chief Assistant City Attorney of Walnut Creek, and General Counsel for the Bayshore Sanitary District, the Moraga Orinda Fire District, the Kensington Fire Protection District, the Napa Sanitation District and the Tamalpais Community Services District.

Many of the firm’s clients rely on John’s knowledge of funding issues related to utility and other public infrastructure projects. He has advised clients on development impact fees; the adoption and increase of water, sewer, stormwater and solid waste service charges; and water and sewer connection and capacity charges. In advising cities on comprehensive updates to their development impact fee programs, John reviews supporting documentation, ensures compliance with the Mitigation Fee Act and constitutional requirements, and prepares necessary legislation. He has also advised several cities in disputes with developers over the application of impact fees to their projects. John has also served as an expert on Proposition 218 proceedings in a patent infringement lawsuit.

In connection with these and related utility and infrastructure matters, John frequently advises clients on...
compliance with Proposition 13, Proposition 218 and the Mitigation Fee Act. He is a recognized authority on Proposition 218’s provisions regarding property-related fees, having presented on the topic to the League of California Cities City Attorneys Committee on two occasions and having served on the League’s Ad Hoc Committee on Proposition 218 in 2007. John currently serves on the League of California Cities Ad Hoc Prop. 26 Committee. This taskforce is charged with preparing guidance regarding the implementation of the proposition, which California voters approved at the November 2010 election. The measure imposes new procedural and substantive requirements on some local fees.

John has particular knowledge of all aspects of Local Agency Formation Commission (LAFCO) proceedings. At his former firm, John worked on a matter that resulted in a published appellate decision involving LAFCO laws: *Embarcadero Municipal Improvement District v. County of Santa Barbara* (2001) 88 Cal.App.4th 781. In the course of this work, he became intimately familiar with all aspects of the LAFCO law. Subsequently, he has represented LAFCOs, citizens groups, special districts and cities in all manner of LAFCO proceedings. This representation of citizens groups has focused on citizens working their way through the complicated LAFCO process leading to the incorporation of a new city. Notably, John:

- Advised the newly incorporated City of Rancho Cordova in a dispute with LAFCO and the County on the legality of the City’s revenue neutrality obligations imposed during the incorporation proceeding;
- Advised special district clients wishing to oppose incorporations and other proposals that negatively impacted the districts;
- Advised a special district client on competing proposals to either incorporate the Goleta Valley or annex it to the City of Santa Barbara;
- Assisted city clients with a number of large-scale annexations and sphere of influence proceedings; and
- Served as conflicts counsel to the Del Norte LAFCO in a proceeding initiated by the County to dissolve a water district.

In connection with his LAFCO and finance work, John has developed an expertise in other arcane areas of local-government finance. In particular, John has advised many of the firm’s clients in disputes relating to the allocation of property tax revenues to cities, counties, and special districts. In addition, John has been retained by the League of California Cities to pursue litigation against the State of California challenging a provision of the 2011-2012 State Budget that reallocates vehicle license fee revenue in a manner that the League asserts violates state law. The challenge involves various provisions of the State Constitution (Propositions 22 and 1A) that prohibit state raids on local revenues.
Lindsey Zwicker is a member of the Municipal and Special District Law Practice Group, focusing her practice on the myriad of issues specific to public agencies.

Prior to joining Meyers Nave, Lindsey developed extensive experience in public policy, providing governmental officials and non-governmental organizations with regulatory analysis, case law review and legislative development advice.

At ChangeLab Solutions, Lindsey tracked and analyzed the progress of state-level bills related to land use, community development and environmental impact; wrote and edited a report on local land use policies that foster bicycle-friendly neighborhoods; and provided technical legal assistance to public agencies, school boards and advocates on a broad range of topics, including compliance with household mold exposure standards, liability for public schools and local agencies engaged in shared land use agreements to improve public access to recreational spaces, and price regulation of healthy foods in low-income and minority communities.

Lindsey’s public policy experience includes serving as a staff attorney at the Law Center to Prevent Gun Violence, where she testified at state and local legislative hearings, assisted legislators and their staff formulate and implement new laws, and responded to media requests for interviews and press releases regarding the legal perspective of gun violence.

Lindsey earned her joint Juris Doctor/Master in Public Policy degree from the University of California, Los Angeles, School of Law and School of Public Affairs. While in law school, she founded the “Law Students for Reproductive Justice” student organization and served as Editor-in-Chief of the UCLA Women’s Law Journal.
Spencer Wilson is a Senior Associate in the Labor and Employment Practice Group, where he draws from broad experience in complex civil public interest matters to counsel and litigate on behalf of his clients. Spencer has worked at the trial and appellate levels in state and federal courts on a broad array of issues, including employment and labor law, civil rights, and arbitration law.

His experience includes leaves of absence (including the interplay among the Family and Medical Leave Act, Americans with Disabilities Act, pregnancy disability leave, absences due to workplace injuries, mandatory sick leave, and other types of time off provided under the Labor Code, employer policies, and collective bargaining agreements), administering effective discipline that will withstand arbitration, conducting confidential workplace investigations involving highly sensitive matters, litigating wrongful termination lawsuits involving discrimination and retaliation, drafting personnel policies and employee contracts, and advising on disability issues (such as accommodation, medical privacy, discrimination claims).

Before joining Meyers Nave, Spencer was the recipient of two fellowships, one to work at Public Justice, a national public interest law firm, and another to work at Bay Area Legal Aid. He also worked as a legislative aide to a U.S Congressman and served as the Editor in Chief for the Texas Journal on Civil Liberties and Civil Rights.

Spencer is admitted to practice in all California courts, the United States District Court for the Northern District of California, the United States Court of Appeals for the Ninth Circuit, and the United States Supreme Court.
Appendix B: Professional Services Agreement Acceptance Form

Firm Name: Meyers Nave

Address: 707 Wilshire Blvd., 24th Floor

City: Los Angeles State: CA Zip Code: 90017

Telephone: 213.626.2906 Fax: 213.626.0215

I have reviewed the RFP and Professional Services Agreement in their entirety. Our firm will execute the Professional Services Agreement with no exceptions.

Printed name of Authorized Representative: Gregory J. Newmark

Signature of Authorized Representative:

Date: August 26, 2016
CERTIFICATE OF LIABILITY INSURANCE

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFER NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

CONTACT

PRODUCER License # 0757776
Concord, CA - HUB International Insurance Services Inc.
2300 Clayton Rd.
Concord, CA 94520

CERTIFICATE NUMBER: 335904309

INSURED

Meyers Nave Riback Silver & Wilson
555 12th Street, Suite 1500
Oakland, CA 94607

COVERAGES

A COMMERCIAL GENERAL LIABILITY

CLAIMS-MADE: $1,000,000
X OCCUR:

POLICY LIMITS PER OCCURRENCE:

DAMAGE TO RENTED PREMISES (A occurrence): $1,000,000
MED EXP (Any one person): $10,000
PERSONAL & ADV INJURY: $1,000,000
GENERAL AGGREGATE: $2,000,000
PRODUCTS - COMP/OP AGG: Included

B AUTOMOBILE LIABILITY

ANY AUTO:

SCHEDULED AUTOS:

NON-OWNED AUTOS: $1,000,000

X HIRED AUTOS: $1,000,000

C UMBRELLA LIABILITY

X OCCUR:

CLAIMS-MADE:

POLICY LIMITS PER OCCURRENCE:

AGGREGATE: $10,000,000

D WORKERS COMPENSATION AND EMPLOYERS LIABILITY

ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) N/A

X PER STATUTE:

OTHER:

E Errors & Omissions

Claims Made

LPL409353

05/01/2016 05/01/2017

Deductible $1,000,000
Per Claim/Aggregate $100,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

This policy provides coverage on a worldwide basis. For Information Purposes Only

CERTIFICATE HOLDER

For Information Purposes Only
For Information Purposes Only

CANCELATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

© 1988-2014 ACORD CORPORATION. All rights reserved.
CERTIFICATE OF LIABILITY INSURANCE

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CONTACT

PRODUCER License # 0757776
Concord, CA - HUB International Insurance Services Inc.
2300 Clayton Rd.
Concord, CA 94520

CONTACT NAME: 
PHONE: (A.C. No. Ext): (925) 609-6500 
FAX: (A/C, No): (925) 609-6550 
E-MAIL: 
ADDRESS: 

INSURER(S) AFFORDING COVERAGE NAIC #
INSURER A : 
INSURER B : 
INSURER C : 
INSURER D : 
INSURER E : 
INSURER F : 

COVERAGES CERTIFICATE NUMBER: REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

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<td>05/01/2016</td>
<td>05/01/2017</td>
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DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

For information purposes only.

CERTIFICATE HOLDER CANCELLATION

For information purposes only. For information purposes only.

AUTHORIZED REPRESENTATIVE

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

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## Certificate of Liability Insurance

**Producer:**
License # 0757776
Concord, CA - HUB International Insurance Services Inc.
2300 Clayton Rd.
Concord, CA 94520

**Contact:**
(925) 609-6500
(925) 609-6550

### Important
- If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

### Insured
Meyers Nave Riback Silver & Wilson
555 12th Street, Suite 1500
Oakland, CA 94607

### Coverages

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<th>Policy Expiration Date</th>
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### Description of Operations / Locations / Vehicles
(ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

This policy provides coverage on a worldwide basis. For Information Purposes Only

### Certificate Holder

For information purposes only.
For information purposes only.

### Cancellation

Should any of the above described policies be cancelled before the expiration date thereof, notice will be delivered in accordance with the policy provisions.

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The ACORD name and logo are registered marks of ACORD.
CERTIFICATE OF LIABILITY INSURANCE

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFER NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

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CONTACT

PRODUCER: License # 0757776
Concord, CA - HUB International Insurance Services Inc.
2300 Clayton Rd.
Concord, CA 94520

E-MAIL ADDRESS:

INSURER(S) AFFORDING COVERAGE: NAIC #

INSURED:
Meyers Nave Riback Silver & Wilson
555 12th Street, Suite 1500
Oakland, CA 94607

COVERAGE:

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<td>PERSONAL &amp; ADV INJURY: $1,000,000</td>
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<td>COMBINED SINGLE LIMIT (Ex accident): $1,000,000</td>
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<td>BODILY INJURY (Per person): $</td>
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<td>WORKERS COMPENSATION AND EMPLOYERS LIABILITY</td>
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DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

For information purposes only.

CERTIFICATE HOLDER

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CANCELLATION

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AUTHORIZED REPRESENTATIVE

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PROPOSAL OF

REDWINE & SHERRILL

TO PROVIDE
LEGAL COUNSEL SERVICES
TO THE

MESA WATER DISTRICT

Name of Firm
Address
Telephone Number
E-mail Address
Website Address
Federal Tax ID Number
Organizational Type
Number of years in business
Authorized to represent firm
Authorized to sign contracts
Certificate of Insurance

REDWINE AND SHERRILL
1950 Market Street
Riverside CA 92501-1720
951-684-2520
geagans@redwineandsherrill.com
redwineandsherrill.com
95-1979827
Partnership
58 years
Gerald W. Eagans, Partner
Gerald D. Shoaf, Partner
See Attached Exhibit “A”


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1. Firm Qualifications and Experience
   a. Introduction/Stability of Firm

Redwine and Sherrill has an enduring history of providing legal services to water districts. In addition to attending meetings of the Board of Directors and other meetings as requested, we are available by telephone or email at any time.

Earl Redwine and Maurice Sherrill founded Redwine and Sherrill in 1958. Mr. Redwine’s representation of Coachella Valley Water District (“CVWD”) began in the late 1930s/early 1940s. We represented CVWD as General Counsel until recently, and continue to serve as CVWD’s Special Counsel on Colorado River, State Water Project and Indian water rights issues. Mr. Redwine assisted Eastern Municipal Water District (“EMWD”) with its formation in 1950 and became its first General Counsel. We continue to represent EMWD as Special Counsel on occasion. The firm continued as EMWD’s General Counsel for 45 years after Mr. Redwine’s death in 1967. We also represent: Rincon del Diablo Municipal Water District (since 1990); El Toro Water District (since 1990); Joshua Basin Water District (since 2004); Six Basins Watermaster (since 1999); and Laguna Beach County Water District (recently). Until recently, we represented West Valley Water District for approximately 50 years. We have represented Beaumont-Cherry Valley Water District intermittently since the 1960s.

b. Overview of Firm Capabilities

(i) We have extensive experience with public records requests, maintenance and retention. We are well-qualified to develop uniform guidelines for Mesa staff, particularly customer service personnel, to respond appropriately to records requests.

(ii) We have many years’ experience in advising clients about employee matters, including wage and hour issues, leave issues, employee assistance programs, harassment and harassment prevention training, discrimination, Americans with Disabilities Act, terminations, drug testing, Family Medical Leave Act, military leave, volunteer training, required employee postings and other personnel issues.

(iii) We have negotiated numerous software agreements for water district clients, including customized and off-the-shelf applications, agreements for stand-alone software and software components of computer systems. We have litigated disputes where software vendors failed to perform as agreed.

(iv) We have advised clients in the development of social media policies, including related considerations such as the Brown Act, Public Records Act, Internet privacy and First Amendment issues.

(v) We have developed engineering agreements and contract templates for districts, have reviewed engineering agreements and contract templates to ensure they are current and complete.

(vi) We are familiar with CEQA and its implementing regulations and have successfully handled CEQA litigation for water district clients. We have significant experience with the Endangered Species Act, California Endangered Species Act, National Environmental Policy Act and Federal Fully Protected Species issues.

(vii) Our firm has expertise in all forms of water rights issues; Gerald Shoaf and Steven Abbott are known throughout the state for their water rights expertise. We have dealt with issues involving rights to the Santa Ana, San Jacinto, Santa Margarita, Colorado, Mojave, Los Angeles and Whitewater Rivers. We have years of experience with Indian water rights, including the Soboba, Pechanga, Agua Caliente, Morongo, Twentynine Palms, Cabazon, Torres-Martinez, Fort Yuma, Fort Mojave, Chemehuevi and Cocopah Tribes. We have significant
experience with CVWD’s Statutory Replenishment Program and related water rights, with State Water Project contracts, with area-of-origin rights, and with water transfers.

(viii) Our firm has represented water districts in many basin adjudications, including the Mojave, Lytle Creek, Bunker Hill, Rialto Basin, and the Hemet-San Jacinto Basins Adjudication. Currently, we represent CVWD in Agua Caliente Band of Cahuilla Indians v. Coachella Valley Water District, a federal case in which the tribe claims reserved rights to groundwater.

(ix) We have represented CVWD, a State Water Project (“SWP”) contractor since 1963, in all SWP issues. Steven Abbott serves on the SWP Legal Committee and is actively engaged in litigation defending the Monterey Amendment against legal and environmental challenges. He is intimately familiar with the structure, operations and funding of the SWP.

(x) Gerald Shoaf and Steven Abbott rank high among experts in water transfer and prior rights, as set forth in their resumes.

(xi) We have handled real estate matters for our water district clients throughout our history, including encroachment permits for district property and easements.

(xii) Our firm, and particularly Gerald Shoaf, has developed an expertise in regulatory permitting process.

(xiii) We are well-versed in state laws governing cities and counties that affect water districts, including exemptions from such laws.

(xiv) We were actively involved in passing Government Code Section 66013, authorizing special districts to require development fees as a condition precedent to water and sewer service. We have successfully guided our special district clients through the adoption of capacity charges and have defended clients in court against challenges to such fees and charges.

(xv) Our firm has extensive expertise in drafting development agreements for water districts, including facility installation agreements.

(xvi) Water rate (Prop 218) process and education is another area in which our firm excels. We have been constantly involved in efforts to pass legislation to make Proposition 218 more workable for public agencies. We were responsible for the statute that enables one agency to collect fees for another without having to go through the Prop 218 process. We have successfully guided water districts through rate adoptions and increases. We are well-versed regarding tiered-rate structures and the importance of an independent rate study that is easily read and understood and that effectively harmonizes the provisions of Article XIII D with Article X, Section 2’s mandates pertaining to waste/unreasonable use of water.

(xvii) We are well-qualified to assess and modify Mesa’s contractor contracts for all levels of projects. We have drafted and updated construction contract documents for numerous water districts, including contract specifications, bid documents, and RFPs. We have updated specifications to comply with new laws. We have drafted pre-purchase agreements for long-lead time equipment on time-sensitive projects, and have established contractor prequalification procedures for several water districts.

(xviii) We have drafted model professional service agreements for numerous water districts, for use with a wide range of professional services including design services, geotechnical engineering, forensic analysis, expert panels, and many other services. While standard provisions such as performance responsibilities, licensing/qualifications, and indemnification remain constant, the scope of work and compensation provisions are customizable through exhibits incorporated into the agreement.
(xix) Our firm has developed a high level of expertise in the laws and regulations governing special districts as well as the operating procedures (“Rules and Regulations”) that control the conduct of special district business. For many years, we have drafted ordinances, regulations and resolutions, assisted in the preparation and review of the Rules and Regulations, and have developed a library of forms. We have aided districts with enforcing Rules and Regulations through administrative and court processes.

(xx) We have trained district staff on the Brown Act, the Public Records Act, the Government Claims Act and conflicts of interest.

(xxi) We have substantial experience advising about prevailing wage requirements, including when developers must pay prevailing wages and disputes regarding access to certified payroll records by third-party compliance organizations.

(xxii) Our firm has drafted all types of agreements and MOUs for water districts, including joint powers agreements, and has represented JPAs and JPA members. We are familiar with the risk transfer provision in construction agreements and can draft, analyze and negotiate such provisions.

(xxiii) We have a long history of negotiating and drafting lease agreements and memoranda of leases for water districts.

(xxiv) We have drafted uniform easements for water districts and have advised clients regarding the California Subdivision Map Act as it relates to water districts. Jerry Eagans has expertise in drafting and negotiating: easements; acquisition and sale agreements, including implementing statutory rules related to surplus lands; and lease agreements, including cell towers and licenses.

(xxv) We have drafted performance and payment bond forms for several water districts, and have reviewed and modified such forms for several others. We have advised about and, when necessary, litigated dozens of stop payment notice and other withholding claims, often recovering attorneys’ fees in the process. We have worked with districts in terminating contractors, both for cause and for convenience, and have worked with sureties to complete projects under performance bonds following contractor defaults, including bankruptcies.

(xxvi) We have advised water district clients in the establishment and implementation of recycled water master plans, including the use of recycled water for in lieu programs.

(xxvii) We were key players in the preparation and implementation of: EMWD’s West San Jacinto Groundwater Basin Management Plan, an “AB 3030” Plan; CVWD’s Replenishment Program; the Mojave River Adjudication; the adjudication leading to the San Timoteo Watershed Management Plan in the Beaumont area; and the negotiations and drafting of the San Timoteo Watershed Management Plan itself. We are General Counsel to the Six Basins Watermaster in the Claremont area and drafted the implementing regulations for the Six Basins Operating Plan, including water storage regulations.

(xxviii) We have been instrumental in developing conditions in water supply assessments that protect our water district clients from claims of water supply commitments, provide for a sunset review to avoid committing supplies to projects that do not go forward, or allow water supply cost differentials to be employed (i.e., charging new development higher rates than existing customers to reflect MWD’s Tier 2 rates). We have provided Continuing Education instruction on this topic for the State Bar.

(xxix) We are intimately familiar with those provisions of the Public Contract Code relevant to Mesa, and have drafted or assisted in drafting or amending relevant
implementing Rules and Regulations and contract specifications for water districts. We have expertise in contract dispute resolution, prevailing wage issues, underground utility marking requirements and stop notice cases.

(xxx) We have years of experience advising water districts about Brown Act requirements, and have participated in legislative efforts to revise the Act. This combination of practical and legislative experience qualifies us as experts with respect to open meeting laws.

(xxxi) We are very familiar with Fair Political Practice Commission regulations that govern conflicts of interest and can often provide on-the-spot advice as issues arise. At times, additional research is appropriate and we advise clients to act as though the conflict existed pending the outcome of that research. Gerald Shoaf and Gerald Eagans are ACWA-certified Ethics instructors; Steven Abbott has also lectured on the subject.

(xxxii) We have expertise in the area of assessment and improvement districts and community facility district formation. We have a good working knowledge of statutes, rules and regulations governing the issuance of bonds and certificates of participation, but our role has generally been limited to reviewing legal documents, providing information and input regarding litigation, and providing opinions when required.

(xxxxiii) We have extensive experience in the courts and regularly represent clients in many areas of civil litigation, including water rights, eminent domain, inverse condemnation, breach of contract, tort claims (personal injury and property damage, including flooding), construction litigation (bid protests, stop notices, change orders, etc.), validation actions, CEQA and hazmat matters. We have represented water districts in numerous administrative proceedings (particularly spills and overflows) and non-litigation disputes such as contract disputes and inter-agency disputes (prior rights, relocations, street improvements). For examples of our litigation experience, see Steven Abbott's resume for a list of important cases he has handled, including those before the U.S. and California Supreme Courts.

We have handled most litigation and administrative proceedings for water district clients, and our track record is excellent. At times, circumstances dictate we recommend retention of special counsel to handle or assist in matters involving special circumstances.

(xxxiv) We have many years’ experience in this area, working with water district staff and consultants to draft or review agreements, Opinions of Counsel, letters, etc., as required.

(xxxv) We have a strong working knowledge of the state and federal budgeting processes—the former through the State Legislative Committee reporting process and the latter through the WESTCAS review process for the federal budget, particularly the Bureau of Reclamation and Army Corps of Engineers budgets.

(xxxvi) We have expertise in drafting bills, in the legislative process, and in drafting and reviewing legislative proposals. For many years, Gerry Shoaf served on the ACWA State Legislative Committee.

(xxxvii) We have a strong background in employment law including, but not limited to, safety issues, wage and hour, veterans' preferences, military leave, educational assistance policies, harassment and discrimination, and Family Medical Leave Act issues.

(xxxviii) We have extensive experience working with and knowledge of the United States Bureau of Reclamation, California Department of Water Resources, the Association of California Water Agencies, the State Water Project, Orange County LAFCO, Orange County Water District, Municipal Water District of Orange County, Metropolitan Water
District, the State Water Resources Control Board, the Regional Water Quality Control Board and the California Department of Health. See included resumes.

d. Description of Comparable Engagements

Over the years, we have represented a number of special districts and public agencies providing the same or similar services described in Appendix C to the pro forma Professional Services Agreement appended to the Request for Proposal (“RFP”). Three current special districts with the information required by the RFP are as follows:

Robert R. Hill, General Manager
El Toro Water District
P.O. Box 4000
Laguna Hills, CA 92654
(949) 837-7050
Bhill@etwd.com

Curt Sauer, General Manager
Joshua Basin Water District
P.O. 675
Joshua Tree, CA 92252
760-366-8438
csauer@jbdw.com

Greg Thomas, General Manager
Rincon del Diablo Municipal Water District
1920 N. Iris Lane
Escondido, CA 92026
(760) 745-5522
gthomas@rinconwater.org

d. Conflicts Within Mesa Boundaries

The following are recent and former clients (including pro bono) with real property ownership, residence, or principal place of business within the boundaries of the Mesa within the last three years:

(i) None.

e. Current Special District Clients

Our current public agency clients, listed alphabetically are as follows:

(i) City of San Bernardino Water Department-Special Counsel for condemnations related to the Muscog Operating Unit Interim Remedial Action, Shandin Hills Transmission Main Replacement, Kenwood Well Field 20” Transmission Main and groundwater recharge projects.

(ii) Coachella Valley Water District- General Counsel until recently, but Redwine and Sherrill continues to act as Special Counsel on various issues, including, without limitation, water rights and QSA litigation.

(iii) El Toro Water District- General Counsel.

(iv) Joshua Basin Water District- General Counsel.

(v) Laguna Beach County Water District-General Counsel

(vi) Rincon Del Diablo Municipal Water District- General Counsel.

(vii) Six Basins Watermaster- General Counsel.

f. Conflicts of Interest.

Currently, we know of no conflicts of interest or foreseeable conflicts between Mesa and our existing clients. However, Redwine and Sherrill represents El Toro Water District and Laguna Beach County Water District, which are geographically close to Mesa and theoretically could lead to a conflict, although we do not foresee any.

g. Malpractice

In 2000, CVWD filed a malpractice action against Redwine and Sherrill after a reverse validation action challenging the City of Indio Redevelopment Agency’s formation of a
redevelopment area was dismissed by order of the Court of Appeal. In an unpublished opinion, the Court of Appeal found that the form of published summons used did not comply with a recently enacted statutory change and that the trial court had erred when it allowed CVWD to publish a corrected summons. In 2007, after mediation, the malpractice action was settled by payment from the insurance carrier. Notwithstanding such action, CVWD retained Redwine and Sherrill as its general counsel until recently.

h. **Value Added Qualifications and Services.**

Our firm has developed a high level of expertise in the laws and regulations governing special districts as well as the operating procedures that control the conduct of special district business. We have drafted ordinances, regulations and resolutions, and assisted in preparation of Rules and Regulations of water districts for many years; from this, we have developed a library of forms and expertise as to required contents. In addition, we have helped clients enforce Rules and Regulations through both administrative and court processes.

2. **Staff Experience and Availability**

a. **Legal Team**

The primary team providing legal services to Mesa will consist of the five partners. The partners will be supported by one associate and five clerical staff members.

Gerald D. ("Gerry") Shoaf and Gerald W. Engans would be the attorneys primarily responsible; supporting partners are Steven B. Abbott, Julianna K. Tillquist and Gilbert J. ("Gil") Granito.

b. **Resumes**

Resumes of legal team are attached as Appendix A. Each of the attorneys listed is available to perform the work allocated to him or her by Gerry Shoaf.

c. **Workload of Legal Team**

We anticipate no issues performing the scope of work in a timely and efficient manner.

3. **Understanding Scope of Work**

a. We view General Legal Counsel’s role as advising the Board and management regarding legal aspects of proposed policies or actions, whether by or against Mesa, being available to provide necessary advice in all circumstances, and providing guidance to enable Mesa to carry out its functions without adverse consequences.

b. We would implement our role through meetings with the Board and staff to discuss philosophies, and when called for, follow those meetings and discussions with a written communication. We pride ourselves on being available, open and honest with our clients at all times; we do not play games to curry favor.

c. Our typical style of participation in Board meetings and workshops is to take the lead when expected, but otherwise be available to answer questions or provide guidance when asked, and not control or dominate.

d. We would provide Mesa with a monthly status report regarding litigation and other legal matters, or at other intervals as requested.

e. We would work with Mesa staff and, when appropriate, the Board, to evaluate the costs and benefits of litigation and settlement. We consider not only the financial aspects of litigation and settlement, but also policy considerations, such as the desire to discourage frivolous claims by contesting dubious claims, the early settlement of potentially high-profile cases to avoid negative publicity or the need to preserve the integrity of Mesa regulations.
assess all such considerations and offer alternatives, and their potential consequences, to staff
and/or the Board, and then work with staff/Board to determine a course of action.

In analyzing potential litigation not involving policy issues, we use an economic
analysis to estimate the “value” of the case to assist in making an informed business decision
whether to prosecute, defend or settle the matter. That analysis consists of estimating the (i) costs
of pretrial, discovery and trial; (ii) the potential exposure in cases against Mesa or recovery in
cases by Mesa; and (iii) the probabilities of loss or recovery in terms of percentages. The
resulting “value” would be used to recommend whether to prosecute or defend and, in a defense
case, would provide additional guidance in deciding how much emphasis should be placed on
settlement versus defense and the extent of settlement authority to be considered/recommended.
That analysis would provide an objective basis against which to measure non-economic policy
factors such as those mentioned in the first paragraph above.

f. We pride ourselves on being qualified and able to provide many different legal
services to our special district clients. However, the client’s best interest is paramount, and when
we do not have the requisite expertise or resources, we advise the client early on and assist in
finding appropriate support. Depending on the circumstance, this could mean consulting with
another lawyer or firm, associating in another lawyer/firm as co-counsel, or, rarely, substituting
another lawyer/firm in to handle the matter exclusively.

g. We believe the role of General Legal Counsel in terms of public relations and the
media is to respond to requests for information when directed or requested to do so by the Board
or management, to support Mesa’s policies and pronouncements, and to avoid taking positions or
making comments that could reflect badly on Mesa.

h. With respect to time frames for response to direction or inquiry from the Board or
management, we generally respond the same business day either with the information requested
or with a timetable for that response if the information is not immediately available. With respect
to larger projects, it is the firm’s goal to set up with staff time periods in which to complete the
project and to complete the project on a timely basis based on such time schedule. It is our goal
to promptly provide full information and advice.

i. With respect to the review of past and current legal issues, we would look to
Mesa’s staff to designate those past matters that should be reviewed to obtain general knowledge
and background. Those matters would be reviewed without charge. Review of current legal
matters to “catch up to speed” would also be at no charge for the first three hours per matter (not
including research regarding the legal validity of positions taken); additional review would be at
our standard rates.

j. We principally use Microsoft Office for word processing and spreadsheets. The
firm maintains full electronic mail and file transfer capabilities. We find that most clients prefer
the speed and convenience of email for routine communications and document exchange.

k. As discussed above, we prepare monthly status reports of all pending district
litigation in which we summarize the case and issues presented, advise of new developments and
important upcoming dates, and provide case assessment, strategy and recommendations. If
desired, we would provide similar status reports for non-litigation matters.

l. For litigation matters, we keep a spreadsheet for each case showing monthly
attorneys’ fees and costs. We review these regularly to ensure that fees and costs are reasonable.
Sometimes a case presents unique concerns which necessitate unusual expenses, e.g., expert
consultants/witnesses or intense legal research. In those cases, we consult with the client before
incurring such expenses.
AFFIDAVIT ON
NON-COLLUSION

Redwine and Sherrill hereby attests under penalty of perjury that: (1) the Proposal set forth above is made without collusion with any other person, firm, or corporation and that the only person or parties interested as principals are named herein; and (2) Redwine and Sherrill has not offered any gratuities, favors, or anything of monetary value to any official, employee, or agent of Mesa for the purpose of influencing consideration of the Proposal.

REDWINE AND SHERRILL

By [Signature]
Gerald W. Eagans, Esq.
Partner
GERALD D. SHOAF
Partner

Gerald ("Gerry") D. Shoaf joined Redwine and Sherrill in 1971 to handle water district litigation, having gained experience in litigation by handling insurance defense litigation at Thompson and Colegate in Riverside for several years. Gerry also provided support for Mr. Sherrill in the non-litigation areas of work for the districts and eventually took over the duties as General Counsel for all of them by the mid-to-late 1980s as Mr. Sherrill retired in phases. In that capacity, he has been active in all legal aspects of water and sanitation district operations, including administration, operations, regulations, litigation, legislation, personnel, contracts, water rights, etc.

Gerry’s other relevant service and experience includes the following: service on ACWA’s State Legislative Committee for 35 years; service on ACWA’s Legal Affairs Committee for over 25 years and as its Vice Chairman for 12 of those years; at Steve Hall’s and Marion Ashley’s request, Gerry was instrumental in establishing the CalWater Pac in 2004 to raise campaign money for state legislators who support ACWA’s agenda and legislative activities, and has served as its Chairman from its formation until last fall. Gerry has presented papers and lectured from time to time for the State Bar and other private entities’ Continuing Education Programs and for water organizations such as ACWA (see his resume for a list) in the areas of flood damage liability, Indian and other water rights, water supply, groundwater management plans and Proposition 1A and the property tax shift, among others. He has served as Chairman of the WESTCAS (Western Coalition of Arid States) Associates and as its representative on the WESTCAS Board of Directors. Gerry is also a member of the CASA (California Association of Sanitation Agencies) Legal Committee.

As the result of these and other activities, Gerry has become well known in the water community in California and the West.

Resume

Bar Admission:
- California, 1967
- United States District Court, Central and Southern Districts of California

Education:
- University of California at Los Angeles, J.D., 1967
- San Diego State College, B.A., 1964
- Riverside City College

Professional Affiliations:
- Riverside County Bar Association
- State Bar of California
- United States District Court, Eastern, Central and Southern Districts (California)

Emphasis:
- Water Law
- Water District Administration Law
- Inverse Condemnation Law
- Legislative review, drafting and lobbying
Papers/Presentations

Indian Water Rights: “Selection of State or Federal Law to Establish Tribal Water Rights,”
Morongo Reservation, March 2013

“Colorado River, California Users and the Quantification Settlement Agreement,”
Presented to Chinese Delegation, California State University, San Bernardino, September 12, 2011

"The New Realities of Water Supply Reliability and Water Supply
Assessments/Verification: Where the Rubber Meets the Road,"
ACWA 2011 Spring Conference

Property Tax Shift, Proposition 1A Panel with Jeff Ferre, Phil Rosentrater, Art Kidman,
ACWA Fall Conference, December, 2008

American Groundwater Trust Seminar (re Beaumont Basin), November 5, 2004

“Colorado River--California's 4.4 Program: The Quantification Settlement
Agreement and the State Board Water Rights Proceedings”
ACWA CLE Workshop, October 5-6, 2000

“Transferability of Colorado River Water”

“Marketing and Transfer of Colorado River Water”
Water Education Foundation, Sacramento, March 25, 1998

“Water Transfers: Easy to Say, Tough to Do,”
Association of California Water Agencies, CLE Workshop,
San Francisco, October 2-3, 1997

“The Dispute Between CVWD and IID Over Colorado River Water,”
Association of California Water Agencies,
Spring Conference, Lake Tahoe, May 7-9, 1997

“Public Policy Issues Related to Use of Recycled Water for In-Lieu Programs
and Direct Recharge,” WaterReuse Association, San Diego, April 26, 1996

“Indian Water Rights in California,” Association of California
Water Agencies, Fall Conference, Monterey, December, 1995

Reclaimed Water -- Ownership and Control -- “Proposed Amendment to Water Code
Section 1210 Affecting the Right to Treated Wastewater,” ACWA Strategy Planning
Meeting, Legislative Proposal Hand Out, November, 1995

“The Colorado River and the 7/10 Process,” published in the
Southern California Water Committee Journal, July, 1995

“AB 3030 Planning Developments: The EMWD Experience and
Statewide,” CLE International, July, 1995

“Colorado River,” December, 1994 Presentation

“AB 3030 From the Water District’s Perspective: One Partial
Case History,” CLE International, San Diego, October, 1994

Urban & Highway Drainage Seminar, Anaheim, March 8, 1990

“AB 1774 Regarding Procedures for Termination of Utility Services Does Not
Apply to Water Districts,” ACWA Municipal Water District Section, May 7, 1986

“Inverse Condemnation and the Police Power Defense,” ACWA, Water Quality
Committee, April 25, 1984
GILBERT J. GRANITO
Partner

Gil Granito has been with Redwine and Sherrill since 1990. Gil has served as General Counsel to several Special Districts over the past 25 years. His representation of Special Districts includes dealing with all of the legal aspects of day-to-day operations, prospective legislative matters and inter-governmental matters (institutional relationships). This representation includes serving as legal counsel at public meetings and hearings, dealing with the complexities of open and closed meeting requirement matters, Public Records Act responses, Political Reform Act matters, election matters, LAFCO procedures (e.g., annexations and reorganizations, etc.), Proposition 218 matters, government tort claim matters (Government Claims Act), construction contract matters, review of public works contracts, public works bid disputes, stop notice matters, easement/encroachment matters, water and sanitation service interruption matters, trench cut/pavement restoration matters, and numerous other matters associated with the General Counsel representation of a Special District.

Proposition 218 - Gil has a wide latitude of experience advising water district on Prop. 218's Procedural and Substantive Requirements associated with Tiered Rate Structures. Gil has worked closely with various well recognized rate consultants in this ever challenging endeavor.

Resume

Bar Admissions:
  California, 1974
  United States District Court, Central District of California, 1976
  United States Tax Court

Education:
  Pepperdine University, J.D., 1973
  Woodbury University, Los Angeles, B.B.A., 1962
  Lecturer, Real Estate Law/Taxation, University of California at Riverside, 1976

Professional Affiliations:
  Orange County Water Association (OCWA)
  Attorneys Committee, California Association of Sanitation Agencies (CASA)
  Orange County Bar Association (formerly Chairman of Tax Section)
  Riverside County Bar Association
  State Bar of California

Emphasis:
  Water Law
  Water District Administration Law
  State and Federal Tax Litigation
  Administrative Appeals
GERALD W. EAGANS
Partner

Jerry joined Redwine and Sherrill in 1982 primarily to handle real estate and federal income and estate tax issues. However, within a short time, he became the chief draftsman of documents for water district clients on various issues including purchase and sale agreements, leases, easements, encroachment agreements, on-site and off-site improvement agreements with developers, agreements with cities and other public agencies regarding various matters and joint project agreements. He also has extensive experience in handling public financing projects including assessment districts, community facilities districts, revenue bond issuances, issuance of certificates of participation, United States Department of Agriculture loans and grants, and State Revolving Fund loans through the SWRCB.

Before its dissolution, Jerry served as Special Counsel to the County of Riverside Redevelopment Agency on a number of issues ranging from purchase and sale of real property to the negotiation and preparation of development agreements.

Until recently, Jerry served as General Counsel for West Valley Water District (formerly the West San Bernardino County Water District). As such, he has handled a panoply of matters, including rate increases (including Prop 218 issues), water right and water supply issues, Brown Act, personnel, Public Record Act requests, contamination (primarily perchlorate) in the Rialto Colton Basin, capacity/connection charges, recycled water issues and negotiations on the acquisition of a municipal water and sanitation system, Political Reform Act matters, election matters and other matters associated with the General Counsel representation of a Special District. In working through some of the aforementioned contamination issues, Jerry has worked with staff at the State and Regional Water Quality Control Boards.

Resume

Bar Admission:
California, 1980

Education and Scholastic Honors:
New York University, LL.M. in Taxation, 1981
University of Santa Clara, J.D., 1980
Recipient, American Jurisprudence Award in Trusts
University of the Pacific, B.A., 1975

Professional Affiliations:
Riverside County Bar Association
State Bar of California
American Bar Association

Emphasis:
Contract Law
Real Property
Corporation Law
Federal and State Taxation
STEVEN B. ABBOTT
Partner

Steven ("Steve") B. Abbott has been in practice with Redwine and Sherrill since 1987 and became a partner in the firm in 1994. He practices in state and federal courts at both trial and appellate levels. His areas of practice include civil litigation and appeals, water law, public agency law, eminent domain and inverse condemnation law, environmental law, and Indian law.

Steve’s experience in litigating water law, environmental and Indian law cases includes: Arizona v. California III, where he represented Coachella Valley Water District in the third phase of the historic litigation in the U.S. Supreme Court over Colorado River water rights in the Lower Basin which addressed reserved water rights claims for various Indian reservations; the second Mojave River Adjudication, where Steve was part of the drafting committee that prepared the physical solution adopted by the trial court; Imperial Irrigation District v. United States, the federal court case in which IID challenged the Secretary of Interior’s reduction of its water order for 2003 following the collapse of the QSA process; the Quantification Settlement Agreement Cases, where he served as lead counsel for CVWD; Central Delta Water Agency v. DWR, were he represents CVWD in the second round of litigation arising from the 1994 Monterey Amendments to the State Water Project contracts; Solano County Water Agency, et al v. Department of Water Resources, Sacramento Superior Court Case No. 34-2008-00016338 CU-BC-GDS, where Steve served as part of the negotiating team for South of Delta State Water Project Contractors that negotiated the settlement of the area of origins claims brought by four North of Delta State Water Project Contractors; Soboba Band of Mission Indians v. Metropolitan Water District of Southern California, involving reserved water rights claims to groundwater; Aqua Caliente Band of Cahuilla Indians v. Coachella Valley Water District, involving reserved water rights claims to groundwater; United States v. Imperial Irrigation District and Coachella Valley Water District (S.D. Cal. 1992) 799 F. Supp. 1052 [Salton Sea flooding case]. Steve has also represented West Valley Water District in water rights litigation with a mutual water company.

Steve is very experienced in handling eminent domain and inverse condemnation cases. Steve successfully argued several of these cases on appeal: Bunch v. Coachella Valley Water District, a leading case on inverse condemnation flooding liability standards before the California Supreme Court in 1997, and successfully argued Mt. San Jacinto Community College District v. Superior Court, a case upholding the constitutionality of the date-of-deposit valuation rule in direct condemnation cases before the California Supreme Court in 2007; and City of Palm Springs v. Living Desert Reserve (1999) 70 Cal. App. 4th 613 [represented property owner in obtaining appellate reversal of trial court judgment for city in eminent domain proceeding].

Steve has handled litigation involving the award of public works contracts and stop notice claims on public works. Steve is experienced in handling defense of claims and lawsuits under the California Government Claims Act, with emphasis on property damage claims, including flooding liability claims.

Steve has advised water district clients on CEQA and NEPA issues and has assisted in litigation of CEQA issues. Steve has also represented water district clients with respect to endangered and fully protected species issues and water quality issues and assisted in the litigation of cases involving those issues. Steve was part of the legal team that negotiated the Implementation Agreement for the Lower Colorado River Multi-Species Conservation Plan with the U.S. Fish and Wildlife Service. Steve served on the ACWA committee that proposed revisions to the California Endangered Species Act in the mid-1990s.
Steve served as CVWD’s lead draftsman of numerous contracts to effect and implement the Quantification Settlement Agreement to settle Colorado River Water Rights disputes among four Southern California water districts. Steve has drafted amendments to Bureau of Reclamation contracts and participated in negotiating and drafting various agreements for construction and financing the construction of a new Coachella Canal. Steve represented CVWD in negotiations among other California contractors, the U.S. Bureau of Reclamation, and the Colorado River Basin States to develop the 2001 Interim Surplus Guidelines and the 2007 Interim Guidelines for Lower Basin Shortages and the Coordinated Operations for Lake Powell and Lake Mead, and in negotiating the agreements related to implementation of Minute No. 319 in 2012.

Steve is thoroughly familiar with the State and Federal legislative processes. Steve interned with the Republican Caucus of the California State Senate in 1981, primarily preparing analyses of pending bills. Steve has been actively involved in drafting federal legislation including the Torres-Martinez Desert Cahuilla Indian Claims Settlement Act (P.L. 106-568, Title VI, 114 Stat. 2906) and amendments to San Luis Rey Indian Water Rights Settlement Act and in drafting state legislation to implement the Quantification Settlement Agreement. (Stats. 2002, c. 617 [SB 482 Fully Protected Species], Stats. 2003, c. 611 [SB 277 Salton Sea Restoration Act], Stats. 2003, c. 611 [SB 317 Fully Protected Species], Stats. 2003, c. 612 [SB 654 authorizing QSA Joint Powers Authority].)

Steve has advised water district clients on Public Records Act and Brown Act issues, has advised on Government Code Section 1090 conflict of interest issues and conducted conflict of interest seminars for directors and staff, and has advised water district clients on incompatible office, vacancy in office, and special elections issues.

Resume

Bar Admissions:
California, 1986;
United States Court of Appeals, Ninth Circuit, 1987;
United States District Court, Central District of California, 1987
United States District Court, Southern District of California, 1989
United States District Court, Northern District of California, 1990
United States Supreme Court, 1991

Education and Scholastic Honors:
University of California at Los Angeles, J.D., 1986
University of California at Davis, B.A., with highest honors, 1983
Phi Kappa Phi
Pi Sigma Alpha

Professional Affiliations:
Riverside County Bar Association
State Bar of California

Emphasis:
Water Law
Eminent Domain Law
JULIANN K. TILLQUIST
Partner

Julianna K. Tillquist would be the principal contact for litigation matters. Julianna has been with Redwine and Sherrill since 1998. Prior to that, she spent 2-1/2 years practicing insurance defense, where she gained substantial litigation experience. Her practice is primarily litigation, although she also provides counsel in non-litigation areas. Her litigation practice includes water law, eminent domain, inverse condemnation, real property disputes, tort defense, contract disputes (including construction contracts), environmental law (including CEQA), and premises liability.

Julianna is an experienced litigator, having handled various types of litigation, including tort defense (personal injury, wrongful death, property damage), flooding cases, validation actions, CEQA, stop notice, breach of contract (including public agency construction contracts), eminent domain and inverse condemnation, property rights (including easements and leases), wrongful termination, discrimination (race, gender, age and disability) and harassment. She has worked on appellate matters (writs and appeals), and has tried administrative matters before the Public Utilities Commission. She has served as Special Counsel to other water districts for eminent domain matters in which their counsel had conflicts.

Julianna also advises water districts on a variety of issues, including tort claims, employment law (including safety issues, wage and hour, veterans’ preferences, military leave, educational assistance policies, FMLA), prevailing wage, public bidding requirements, records retention policies, Brown Act, Public Records Act, insurance coverage, environmental law, purchasing and other miscellaneous matters. She has prepared numerous agreements for water districts and other clients, including settlement agreements, hold harmless agreements, purchase and sale agreements and lease agreements, and has drafted ordinances and board resolutions.

Resume

Bar Admissions:
- California, 1995
- United States District Court, Central District of California, 1996
- United States District Court, Southern District of California, 1997
- United States Court of Appeals, Ninth Circuit, 2003

Education and Scholastic Honors:
- Willamette University, J.D., 1995
  - Recipient, Trustees’ Scholarship
  - High Paper Award, Torts
  - Member, Moot Court Board
  - School Champion, ABA Mock Trial Competition

- California State University, San Bernardino, B.A. with Highest Honors, Environmental Studies, 1992
- Phi Kappa Phi

Professional Affiliations:
- Riverside County Bar Association
- State Bar of California
Emphasis:
  Public Entity Defense
  Civil Litigation
  Water Law
  Eminent Domain/Inverse Condemnation
  Environmental Law
APPENDIX B

PROFESSIONAL SERVICES AGREEMENT
ACCEPTANCE FORM
Appendix B: Professional Services Agreement Acceptance Form

Firm Name: Redwine and Sherrill

Address: 1950 Market Street

City: Riverside State: California Zip Code: 92501

Telephone: 951-684-2520 Fax: 951-684-9583

I have reviewed the RFP and Professional Services Agreement in their entirety. Our firm will execute the Professional Services Agreement with no exceptions.

Print name of Authorized Representative: Gerald D. Shoaf

Signature of Authorized Representative: [Signature]

Dated: August 25, 2016
CERTIFICATE OF LIABILITY INSURANCE
CERTIFICATE OF LIABILITY INSURANCE

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFRS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. IF SUBROGATION IS WAIVED, SUBJECT TO THE TERMS AND CONDITIONS OF THE POLICIES, CERTAIN POLICIES MAY REQUIRE AN ENDORSEMENT. A STATEMENT ON THIS CERTIFICATE DOES NOT CONFER RIGHTS TO THE CERTIFICATE HOLDER IN LIEU OF SUCH ENDORSEMENT(S).

PRODUCER
License # 0C36561
Inland Empire-Alliant Insurance Services, Inc.
735 Carnegie Dr Ste 200
San Bernardino, CA 92408

CONTACT
NAME: Karen M Adcock
PHONE: (909) 886-9881
FAX: (909) 886-2013
EMAIL: KAdcock@alliant.com

INSURER(S) AFFORDING COVERAGE
INSURER A: Preferred Employers Insurance Company 10900
INSURER B: Associated Industries Insurance Company 23140

INSURED
Redwine & Sherrill
1950 Market St
Riverside, CA 92501

COVERAGES

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A WORKERS COMPENSATION AND EMPLOYERS' LIABILITY
ANY PROPRIETOR/SHAREHOLDER/EXECUTIVE OFFICER/MEMBER EXCLUDED?
If yes, describe under DESCRIPTION OF OPERATIONS below

Y/N A ANN 140691-7 07/01/2016 07/01/2017 X PER STATUTE OTHER E L EACH ACCIDENT $1,000,000 E L DISEASE - EA EMPLOYEE $1,000,000 E L DISEASE - POLICY LIMIT $1,000,000

B Professional Liab AES1034712 02 05/10/2016 05/10/2017 Ea Occurrence $2,000,000

B Professional Liab AES1034712 02 05/10/2016 05/10/2017 Aggregate $2,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101), Additional Remarks Schedule, may be attached If more space is required
Proof of Insurance.

CERTIFICATE HOLDER

Proof of Insurance

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

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ACORD 25 (2014/01) The ACORD name and logo are registered marks of ACORD
PROPOSAL AND STATEMENT OF QUALIFICATIONS TO PROVIDE GENERAL LEGAL COUNSEL SERVICES TO MESA WATER DISTRICT

COSTA MESA OFFICE:
611 ANTON BLVD., SUITE 1400
COSTA MESA, CA 92626
(714) 641-5100

PALO ALTO OFFICE:
FIVE PALO ALTO SQUARE
3000 EL CAMINO REAL, SUITE 200
PALO ALTO, CA 94306
(650) 320-1500

WWW.RUTAN.COM
TAX ID: 95-3519027
YEARS IN BUSINESS: 110
INSURANCE CERTIFICATE (EX. A)
AUTHORIZED REPS: A. PATRICK MUÑOZ & JENNIFER FARRELL
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**ATTACHMENTS**

Attachment A – Certificate of Insurance
Attachment B – List of Current Rutan Public Agency Clients
Attachment C – List of Rutan Clients in Mesa Water District Service Area
Attachment D - Additional Information Relating to Rutan Government & Regulatory Law Practice Area
Attachment E – List of Resumes
   A. Patrick Muñoz
   Jennifer Farrell
   Jeremy Jungreis
STATEMENT OF QUALIFICATIONS FOR
MESA WATER DISTRICT GENERAL COUNSEL SERVICES

We are very pleased to submit this response to your Request for Qualifications for your consideration. We are proposing A. Patrick Muñoz as the District’s General Counsel, Jennifer J. Farrell as the Assistant General Counsel, and Jeremy Jungreis as the Water Law Specialist. We have prepared this response to provide the Board of Directors with a detailed understanding of the expertise and experience that Rutan & Tucker, LLP brings to the Mesa Water District.

I. FIRM QUALIFICATIONS AND EXPERIENCE

A. The Law Firm Generally

Rutan & Tucker ("Rutan") is a highly-respected general civil practice law firm with one of the largest offices of any law firm in Orange County. Our firm provides legal advice and representation to clients in the areas of governmental law, water law, post-redevelopment economic development, real estate, labor, environmental and natural resource matters, land use, civil and business litigation, intellectual property, corporate and business, finance, and tax/estate planning. The firm is best known, however, for its long-standing governmental law practice, and for the large number of cities, redevelopment agencies, special districts and other entities that we represent as general counsel and special counsel. While our main office is based in Orange County, we routinely represent public agencies in surrounding counties including Ventura, Los Angeles, Riverside, San Bernardino, Imperial and San Diego. The scope of services provided for our full-time public agency clients covers the entire range of legal matters with which those agencies are concerned. The scope of our special counsel representation varies from client to client.

We are justly proud of the qualifications and capabilities of the lawyers at Rutan. Because of our reputation, we are fortunate to recruit and hire highly successful law students from many of the most prestigious law schools in the United States. Our lawyers are members of, and hold leadership positions with, the local chapters of the State and Federal Bar Associations, other professional organizations (including the League of California Cities), and non-profit and charitable organizations that serve the Southern California community. The Firm maintains an extensive internal continuing legal education program for all of our lawyers, and provides ample opportunities for legal training outside the office.

B. The Nature of the Firm’s Governmental Law Practice

Rutan has been serving the comprehensive legal needs of water districts, cities and special districts since 1906, when A.W. Rutan opened his law office to serve the legal needs of farmers and water companies in Southern California. Since then, Rutan has been instrumental in the creation of numerous water districts and other local agencies throughout the region. For example, the firm participated in drafting the 1933 legislation creating the Orange County Water District ("OCWD"), the manager of Orange County's groundwater basins, and home to the world renowned Groundwater Replenishment System ("GWRS"), the largest indirect potable reuse ("IPR") project of its kind. Rutan takes pride in the long-term productive relationships it has developed with its public agency clients—helping them grow, and transition, with changing times. We are a law firm that understands water agencies and their legal needs, as we have provided legal services to water agencies in Southern California for nearly 100 years.
Rutan’s water agency practice is a component of the firm’s larger Government and Regulatory Law Department, which is one of largest and most respected practices of its kind in the State of California, with some 40 attorneys providing General Counsel and general/special counsel services to dozens of special districts, cities, transit agencies, school districts and other governmental entities throughout the State, but with particular focus in Orange and San Diego counties. Rutan currently serves as general counsel for the following agencies across Southern California: City of Dana Point, City of Duarte, City of Irvine, City of Laguna Beach, City of Laguna Woods, City of La Palma, City of La Quinta, City of Menifee, City of Twentynine Palms, City of Villa Park, City of Yorba Linda, Orange County Water District, Morongo Basin Transit Authority, Pauma Valley Community Services District, Riverside County Citrus Pest Control District, San Bernardino Valley Water Conservation District, Serrano Water District, and Vista Irrigation District.

Rutan’s public agency clients for special counsel services include the cities of Anaheim, Arroyo Grande, Berkeley, Cerritos, Chino Hills, Chula Vista, Costa Mesa, Encinitas, Escondido, Fountain Valley, Fullerton, Huntington Beach, Huntington Park, Industry, Long Beach, Marina, Merced, Newport Beach, San Diego Signal Hill, Thousand Oaks, Torrance, the Mesa Water District, Municipal Water District of Orange County, Rancho Santa Fe CSD, Rincon Del Diablo Municipal Water District, Rancho California Water District, Santa Clara Valley Water District, Temescal Valley Water District, Trabuco Canyon Water District, Vista, Whispering Palms CSD and other counties and special districts throughout the state. A complete list of current public agency Rutan clients is attached hereto as Exhibit B. For references relating to similar engagements undertaken by the Team proposed herein, please contact the following individuals:

- Doug Chotkevys (City Manager) and John Tomlinson (Mayor), City of Dana Point, (949) 248-3500; 33282 Golden Lantern, Suite 212, Dana Point, CA 92629; dchotkevys@danapoint.org; toment1@aol.com.

- Frank Luckino (City Manager) and Danny Mintz (Mayor), City of Twentynine Palms, (760) 367-6799; 6136 Adobe Road, Twentynine Palms, CA 92277; fluckino@29palms.org; dmintz@29palms.org.

- Tom Hatch (City Manager) and Steve Mensinger (Mayor), City of Costa Mesa, (714) 754-5000; 77 Fair Drive, Costa Mesa, CA 92626; tom.hatch@costamesaca.gov; stevemensinger@me.com.

With respect to the Mesa Water District boundaries, in particular, Rutan has represented (or currently does represent) the clients listed in Exhibit C within the last three years. In terms of potential conflicts of interest, Rutan anticipates that the only potential conflict that could arise would be between Mesa Water District and Orange County Water District. However, Rutan believes that any issues associated with this potential conflict of interest could be easily addressed with an appropriate conflict waiver.

Rutan attorneys have extensive expertise in the Brown Act, the Political Reform Act and its implementation through the Fair Political Practices Commission (“FPPC”), the Public Records Act, public contracting, and all of the areas where Mesa Water is likely to require advice from its General Counsel on a recurring basis. A more thorough description of Rutan’s comprehensive “Public Law” services, which include all of the services typically sought by public agencies in California, is attached hereto as Exhibit D.

Moreover, the attorneys in our municipal and governmental agency practice are active in organizations supporting cities and other local governments. Rutan attorneys frequently present papers to, and are
active on committees of the League of California Cities and we are also active in organizations such as the Association of California Water Agencies, and the California Association of Political Attorneys (an organization focusing on campaign and election law issues).

From an organizational standpoint, one of the things that distinguishes our municipal and governmental agency practice from other public agency law firms is that virtually all Rutan public agency attorneys have litigation experience. Indeed, the attorneys we propose here have both transactional and litigation experience. This ensures that even those attorneys whose practices have evolved into a purely transactional focus have the experience of understanding how a court may review a transaction or governmental decision should litigation commence. As a result, all Rutan attorneys are highly sensitive to the pitfalls of litigation before a transaction is documented or a governmental action approved, allowing us to “bullet-proof” it to the maximum extent feasible. We believe that the litigation experience of our lawyers saves our public agency clients (and their residents and taxpayers) significant public funds. This distinguishes our firm from others, where, traditionally, a litigator is too often called in “after the fact” and after it is too late.

It is our understanding that the Mesa Water District desires a law firm with the capability of providing “full service” representation to serve at the pleasure of the Board of Directors. As discussed in greater detail below, Rutan and the Team proposed herein, have the knowledge and skills to advise the District on virtually any issue that may arise, including those which may be unique to Mesa Water. The following is a summary of our expertise and experience with respect to areas of specialized legal services that we believe are of interest to the Board of Directors based on your request for qualifications:

(1) General Special District Legal Services

Rutan has the experience and expertise to perform all of the services provided by a large in-house General Counsel office. If retained, we will serve as the comprehensive legal counsel to the District, and advise the Board of Directors, individual board members, and members of the District staff on all legal matters pertaining to their public offices. As General Counsel, we will attend all District meetings, whether regular or specially called, and generally the General Counsel will be the person who will attend these meetings. Additionally, we will be available to attend advisory board committee meetings or such other meetings as requested by the District. With respect to both the District and advisory board committees, we will provide legal advice on Brown Act, conflict of interest, and other legal and procedural requirements that relate to the conduct of these meetings, and advise and opine on the legality of all matters under consideration at those meetings. We will also advise on questions of parliamentary procedure and assist Board Members on conflict of interest issues that might arise (or become evident) at meetings.

We also have the necessary experience to provide the following legal services to Mesa Water District: prepare or review and approve all ordinances and resolutions and, as needed, resolutions of any subcommittees or advisory boards; review all staff reports prepared for District matters; negotiate and draft, or review, all routine agreements, leases, contracts, MOUs and other real property instruments (including routine property acquisition documents, property disposal documents, public improvement/easement documents and right of way abandonments), bonds and finance documents that the District may request, and approve all of these documents as to legal form; assist in the evaluation of land use development proposals, and their accompanying CEQA and related environmental documentation; work with District staff in developing, enhancing and applying administrative procedures and policies that have legal implications, such as investment policies, personnel rules/disciplinary matters and District procurement procedures. To the extent not already mentioned,
we will perform such other duties as the Board of Directors may request, or as may be needed by the District.

We regularly monitor legislative, case law and administrative developments, and as General Counsel we will advise the District and management staff regarding the effect upon Mesa Water District of statutes, court opinions, regulations and administrative determinations. We will work with the District in evaluating litigation exposure with respect to proposed actions, and the risks and extent of liability in potential or filed litigation. We will represent the District in administrative and court proceedings, advise them regarding compliance with statutory requirements, and assist the District in developing procedures to comply with state and federal law. Finally, we will work with the District to investigate different approaches to providing services (such as developing standardized forms for contracts and instruments, and using paralegals to process certain aspects of code enforcement actions) to control legal fees and increase cost-effective productivity. If directed by the Board of Directors and General Manager, our office is able to coordinate outside counsel as needed.

We are very familiar with, and, if requested, we will provide legal counsel to, the Board of Directors and staff in the drafting and processing of legislation and legislative amendments. Should the need arise, we will counsel and represent the District in annexation, detachment, sphere of influence, municipal service review and similar LAFCO proceedings, as well as assist the District in tax and fee issues under state constitutional amendments such as Propositions 13, 62, and 218. Finally, we will assist the District in negotiating and documenting contracts with consultants, vendors, public works contractors, and other governmental entities.

(2) Water Law

We also regularly advise our public agency clients on various water issues, including but not limited to issues relating to statutory and common law water rights, the Clean Water Act, the Safe Drinking Water Act, water quality legislation (CWA, SWDA, Porter Cologne Act, and the federal and state statutes addressing runoff of storm water and other flows into jurisdictional waters), and hazardous materials (Proposition 65, CERCLA, RCRA, and the state laws administered by the California Environmental Protection Agency). On behalf of our governmental agency and private clients, we closely follow statewide water transfer, storage, and allocation issues, as well as pending state and federal legislation that affects local, regional, and state water issues. Many of us at Rutan have also drafted state and federal legislation, and worked with local legislators and public agency officials to obtain their enactment.

In addition, Rutan is at the forefront of advising our public-agency clients on the response to the current drought and the emergency regulations that have been enacted throughout the State. Similarly, we are at the forefront of evolving groundwater and recycled water law. We represent numerous water agencies throughout California on compliance with the Sustainable Groundwater Management Act (SGMA) and are assisting several of these agencies to develop groundwater sustainability plans (“GSP”) or “Alternative Plans.” We also are the primary advisors to OCWD and Santa Clara Valley Water District (“SCVWD”) on their respective IPR Projects and expansion of such projects, and Rutan will be assisting the City of San Diego with its recycled water program as well in the near future.

(3) Representation in Litigation

As previously indicated, one of the unique features of Rutan’s Government and Regulatory Law Department is that virtually all of our lawyers have some litigation experience, and many of us are especially skilled in the specialized substantive and procedural litigation issues that confront cities and
other governmental entities. As a result, we represent cities, special districts and other governmental agencies, as well as private parties, in every imaginable type of litigation in both federal and state courts, including civil damages cases, traditional and administrative writs of mandate, validations, class actions, federal civil rights lawsuits, federal and state constitutional claims, injunctions and specific performance cases, partition and quiet title actions, water adjudications and disputes (groundwater and surface water), in court and in administrative forums, and mass tort (e.g., large landslide and hazardous waste) cases.

(4) Risk Management

By virtue of our extensive public agency practice, we are well-versed in issues relating to tort claims and managing liability risks, including managing risk contractually, by transferring the risk to third parties by means of indemnity provisions, and with pooled or third party insurance. We regularly advise public agency management and risk managers on exposure, liability and insurance issues. We have decades of expertise in the procedural and substantive aspects of the California Tort Claims Act, including tort claims filing requirements and the scope of immunities provided by that legislation. We have significant expertise in defending agencies in federal civil rights claims. In addition, we regularly interface and work with insurance companies and pooled insurance entities in addressing claims.

(5) Public Property and Eminent Domain Matters

Our attorneys have experience in all facets of the law pertaining to property rights, including fee acquisitions, easements and rights-of-way, and we routinely represent public agency clients in transactional and litigation matters concerning these issues. We have also litigated on behalf of both public agencies and private parties with respect to easement, prescriptive rights, and other property-related disputes.

Many of our attorneys also have experience in the laws relating to eminent domain and inverse condemnation, and we regularly represent both public agencies and landowners in condemnation proceedings. For example, we provide special counsel eminent domain services to the Cities of Anaheim, Long Beach, and others. We also routinely counsel and represent clients on issues relating both to regulatory inverse condemnation and physical inverse condemnation claims.

(6) Environmental, Hazardous Material and Related Matters

Rutan & Tucker represents a number of public and private clients in connection with potentially contaminated property, including assisting public agencies in acquiring Brownfields through voluntary acquisitions or through their eminent domain authority. We also regularly assist clients in working through the maze of environmental assessment, investigation, and cleanup procedures and policies, including former landfills, as well as for impacted industrial and commercial properties, public parks, along with gas station and dry cleaner sites, etc. In addition, Rutan & Tucker regularly represents public and private parties in disputes over responsibility for the assessment and cleanup of contaminated property under state and federal law, including under CERCLA, RCRA, the State Superfund laws, and the Polanco Redevelopment Act, as well as representing clients in connection with the California Safe Drinking Water Toxic Enforcement Act of 1986 ("Proposition 65"). We also provide air quality compliance and litigation assistance to our public and private clients.

Many lawyers of the firm, including Jeremy Jungreis of the Team proposed herein, are well-recognized in the field of water quality and have experience in all facets of regulatory and litigation proceedings...
before the State Water Resources Control Board and the various Regional Water Quality Control Boards, including various administrative and court proceedings challenging permits and total maximum daily loads ("TMDL"s). Jeremy Jungreis currently represents the cities of Dana Point, Laguna Beach, and Irvine in permit challenges pending before the SWRCB and in defense of citizen suits initiated under the Clean Water Act.

(7) **Public Contracts and Prevailing Wage Issues**

We regularly advise public agencies on all aspects of public works construction projects, and routinely represent public agencies in litigation arising out of public works disputes. Our public contracts representation includes the drafting of public contract documents, assisting the agency in resolving change orders and subcontractor disputes, and resolving questions relating to insurance and bonds. As part of our public works practice, we routinely advise our city and special district clients regarding whether activities are subject to prevailing wage requirements and, when they are, we assist our clients with prevailing wage compliance issues.

(8) **Personnel and Labor Issues**

Rutan represents governmental agencies on a wide variety of labor and personnel matters. We have developed personnel systems for our clients, handled both grievance and disciplinary hearings and disability and retirement matters, defended agencies in labor disputes and PERB proceedings, and negotiated labor agreements and MOUs. One of our partners, Bill Shaeffer, has more than 30 years of experience representing public agencies. We have represented public agencies at all levels of the disciplinary process, ranging from preparation of pre- and post-disciplinary notices, representation at Skelly hearings, preparation of "Last Chance" agreements, and representation at pre- and post-disciplinary hearings and appeals. We have also counseled clients on both federal and state wage and hour requirements, and have successfully represented public agency clients and their officials in harassment, discrimination, retaliation, whistle-blowing, "serious and willful," and Labor Code section 132a (discrimination due to workers compensation) claims. We also have expertise in defending worker’s compensation claims when and if necessary.

(9) **Public Records Act**

Our attorneys are readily familiar with the California Public Records Act, including the statutory requirements for the disclosure and copying of public records, and the numerous exemptions from these requirements. In addition to advising cities and other agencies regarding compliance with the PRA, we have successfully both prosecuted and defended PRA cases on behalf of our clients.

(10) **Brown Act**

Our attorneys are similarly familiar with the open meeting provisions of the Ralph M. Brown Act, and the members of our proposed team each have extensive experience with Brown Act compliance issues. We routinely counsel governmental clients regarding agenda posting and public comment requirements, as well as the scope and extent of closed sessions, and open meeting issues pertaining to committees and inter-boardmember communications. We work with our clients to develop strategies that allow governmental entities to operate efficiently and without delay, while complying with the letter and spirit of the Brown Act.
By virtue of the dozens of cities and other governmental agencies for which we serve as general counsel, the our attorneys also are familiar with parliamentary procedures, including the (sometimes arcane) provisions of Roberts Rules of Order.

(11) Elections Issues

Rutan attorneys regularly assist municipal officials in complying with Elections Code issues relating to candidate elections, initiatives, referenda and recalls. Our elections law practice covers the spectrum from drafting and reviewing petitions for ballot measures, to drafting impartial ballot analyses and assisting District staff with the preparation of statutorily authorized analyses of ballot measures, to working with the elections official to qualify petitions for the ballot, to defending cities that refuse to place measures on the ballot. We also routinely advise the elections official on all aspects of preparing for elections, including ballot access and ballot preparation, Voting Rights Act, and related issues. We also are among the most knowledgeable in the State on issues relating to the expenditure of public funds in the context of ballot measures.

(12) Conflict of Interest Laws

In connection with our public agency representation, we regularly advise clients regarding the disclosure and disqualification obligations under the California Political Reform Act and implementing FPPC Guidelines, as well as the contractual conflict of interest prohibitions of Government Code Section 1090, the common law conflict of interest doctrines, incompatible office issues and the restriction upon campaign contributions set forth in Government Code Section 84308. We also are very familiar with the statutory and common law incompatibility of offices doctrines. Indeed, Patrick Muñoz is a member of the League of California Cities’ City Attorneys’ Department FPPC Committee.

(13) Taxes and Rate-Setting

Rutan & Tucker lawyers are respected throughout the State for their counsel on issues relating to the imposition, extension and increase of local general and special taxes, and the substantive and procedural requirements relating to rates and fees. We are also very familiar with the legal requirements and restrictions governing the establishment and adjustment of user fees, development impact fees and utility rates and charges.

(14) Intergovernmental Relations

Within the Government & Regulatory Law Section, Rutan has assembled a team of highly qualified professionals from several practice areas at the firm to provide representation to entities that must participate in the public policy, regulatory, and political arenas. We provide practical, real world advice and solutions to the many complex public policy, legal, political, and regulatory issues facing today’s corporations, government agencies, associations, nonprofits, and individuals.

Our attorneys represent clients before State and Regional regulatory agencies and elected bodies by providing strategic lobbying and related government relations services (e.g., coalition building and drafting legislation) and, if appropriate, public policy litigation services. We assist our clients with structuring and responding to public agency procurement opportunities, including developing creative “public-private partnerships.” We also assist clients in all aspects of their political activities including providing advice relating to complex political campaign reporting rules, advising political action committees, developing ethics policies, and appearing before ethics agencies (such as the Fair Political
Practice Commission, assisting with enforcement matters) and related election law services (such as drafting statewide and local ballot initiatives and referenda and litigating writs of mandate). Our attorneys are seasoned veterans of many efforts and are experienced advocates who understand how to represent clients creatively, efficiently, and effectively.

II. STAFF EXPERIENCE AND AVAILABILITY

Rutan proposes the following “Team” of highly experienced public agency attorneys, a Team that is qualified to provide all of the “regularly provided” and “as needed” services sought by the District in the RFP: Patrick Muñoz, Jennifer Farrell; and Jeremy Jungreis. Responsive information for each member of the Rutan Team is provided below, and via curricula vitae (“CV”) attached hereto as Exhibit E.

A. Patrick Muñoz, Proposed General Counsel

Mr. Muñoz is the Co-Chair of the Government Relations Department and a partner in the firm’s Government and Regulatory Law Section where he has been practicing since joining the firm in 1989. His practice emphasis includes a wide variety of legal matters both litigation and transactional encountered in the representation of public entities and private individuals and organizations dealing with governmental agencies. Mr. Muñoz is readily familiar with all aspects of general municipal affairs and the myriad of state and federal statutes regulations and case decisions which regulate local governmental agencies and those who do business with them. He currently serves as the City Attorney for the cities of Dana Point and Twentynine Palms. He has previously served as the City Attorney for Adelanto and Assistant City Attorney in the cities of San Juan Capistrano San Fernando West Covina and Baldwin Park. As City Attorney since 1994 for the City of Twentynine Palms Mr. Muñoz has assisted in a wide variety of projects including perhaps most notably the annexation of the Twentynine Palms Air Ground Combat Center. This led to the realization of significant revenues from per capita based taxes. He also led the City’s successful legal efforts to preserve its former Redevelopment Agency’s bond proceeds for use in a project intended to assist with the revitalization of the City’s historic downtown and is now deeply involved in efforts to implement that economic development project in the post-Redevelopment Era. In addition he has recently assisted the City with a complex LAFCO proceeding whereby the City facilitated the transfer of fire protection authority from the Twentynine Palms Water District, to the County, and thereby ensured a sustainable funding mechanism for ongoing fire protection service in the region.

Mr. Muñoz also serves as the General Counsel for the Morongo Basin Transit Authority which provides public transportation services in the communities of Twentynine Palms Yucca Valley and Joshua Tree.

As City Attorney for the City of Dana Point Mr. Muñoz, among other achievements, led the City’s legal efforts related to the approval of the Headlands development by the California Coastal Commission and successfully defended against related legal challenges to this approval. He also successfully led the defense of a complex legal challenge to the City’s Housing Element by which opponents to a mobile home park closure sought to eliminate the City’s ability to exercise its land use authority in connection with any project. More recently he led the City’s legal team against efforts by the IRS to compel recreation class instructors to be classified as employees rather than the common practice of classifying them as independent contractors.

During his tenure as City Attorney for the City of Adelanto Mr. Muñoz led the City’s legal team when during a severe economic downturn it was forced to deal with the fallout of its default on a complex financing involving auction rate bonds and a so-called SWAP. Through a complex combination of water
and sewer rate increases bond refinancing and the sale of certain public properties his efforts enabled the City to successfully avoid filing for bankruptcy protection.

Mr. Muñoz has negotiated numerous solid waste franchise agreements and agreements for recycling services at so-called MRFs including agreements in the cities of Santa Clarita, Santa Ana, Fullerton, Irvine, San Clemente, La Quinta, Dana Point, Twentynine Palms, Lynwood, Huntington Park, and La Palma. He recently assisted the Orange County City Managers Association in negotiating an amendment with the County of Orange to the County’s Waste Disposal Agreement which directs flow of Countywide solid waste the County’s landfill system. Mr. Muñoz also actively participated in the adoption of statewide regulations by the California Integrated Waste Management Board (now CalRecycle) applicable to solid waste facility permitting.

Mr. Muñoz has handled numerous complex litigation matters on behalf of various public agencies. These cases have included landslide and flooding claims challenges to the award of solid waste franchises, inverse condemnation claims, ADA claims suits brought pursuant to 42 USC Section 1983, CEQA claims and writ challenges to development projects and ordinances. He has regularly handled cases before California’s appellate courts and has appeared before the California Supreme Court.

Over the years Mr. Muñoz has been a speaker at a variety of League of California City committee meetings/conferences and has assisted with updating the California Municipal Law Handbook. He has served as a volunteer moot court judge for the Constitutional Rights Foundation has handled several pro bono cases for Orange County’s Public Law Center and has given numerous presentations on Legal Ethics to a variety of public officials.

Recent Publications

“The Truth About Marijuana Dispensaries,” Orange County Lawyer, August 2011
“Challenging the IRS on the Status of Independent Contractors,” Western City Magazine, July 2010

Notable Cases/Opinions

Dana Point Safe Harbor Collective v. Superior Court (Supreme Court of California) 51 Cal. 4th 1; December 9 2010.
B. Jennifer Farrell, Proposed Assistant General Counsel

Ms. Farrell joined the firm after graduating magna cum laude at Chapman University School of Law in 2007. She is a member of the firm’s Government & Regulatory Law Section, where she specializes in a wide range of litigation and transactional matters relating to cities and special districts. Ms. Farrell currently serves as Assistant City Attorney for the cities of Dana Point and Twentynine Palms, and Assistant General Counsel for the Morongo Basin Transit Authority. Ms. Farrell also previously served as Interim Assistant City Attorney for the City of Calexico. In these roles, she regularly attends planning commission, city council, and district meetings and advises these entities on a host of legal issues ranging from the Brown Act to the Public Records Act to the California Environmental Quality Act. Ms. Farrell has also acted as special counsel for a number of government entities including but not limited to the cities of Costa Mesa, Novato, Loma Linda, the County of Fresno and Mesa Water District. In this capacity, she has not only handled litigation matters, but also has advised the entities on a variety of different areas of the law such as Public Records Act issues, election challenges, and ballot initiative measures.

In addition, Ms. Farrell has successfully handled numerous complex litigation matters on behalf of government entities. These cases include litigation relating to election challenges, land use and zoning laws, medical marijuana dispensaries, the scope and jurisdiction of the California Coastal Commission, the dissolution of redevelopment agencies post AB 1x26, housing element law, and property tax allocations. She regularly handles cases before the California Court of Appeal, and in 2011, appeared before the California Supreme Court in a case involving the proper method by which to appeal a city council issued legislative subpoena. Ms. Farrell has also handled several cases involving the appointment of a receiver to oversee the rehabilitation of substandard properties. (City of Dana Point v. Finnegan (Case No. G05115500); City of Dana Point v. Stahl (Case No. 30-2012-00588176.) Not only did Ms. Farrell successfully persuade the court to appoint receivers in both cases, but she also was able to recover the full amount of attorneys’ fees spent by the City in seeking those appointments. Recently, among other matters, Ms. Farrell is assisting the City of Twentynine Palms in using former redevelopment agency bond proceeds to acquire property as well as other financing sources to construct a revitalized downtown area, commonly referred to as “Project Phoenix.” As part of her work with the City, she helped guide the City through a complex Local Agency Formation Commission process, whereby the fire protection authority was transferred from the Twentynine Palms Water District to the County, in order to ensure a sustainable funding mechanism for ongoing fire protection service in the region.

Ms. Farrell was named as one of Southern California Super Lawyers Rising Stars for 2013-2014, 2015-2016. Ms. Farrell also serves as Chairwoman of the Costa Mesa Chamber of Commerce, and is a member of the Board of Directors of the Raise Foundation, Coast Community College District Foundation, and Costa Mesa High School Foundation.

Notable Cases/Opinions

C. Jeremy Jungreis, Water Law Specialist

Jeremy Jungreis is Senior Counsel in Rutan’s Government & Regulatory Law Department. Jeremy provides unique problem solving capabilities combining his extensive understanding of water and environmental law, gained over 17 years of legal practice in these areas, with his experience as a water manager and regional policy maker on the San Diego County Water Authority ("SDCWA") Board of Directors. Jeremy has the ability to offer his public and private clients a full range of solutions to complex problems involving the management of water and wastewater systems, solutions that may be overlooked by other attorneys because they lack Jeremy’s ability to integrate the legal, policy and technical implications of agency actions. This comprehensive understanding of the challenges facing water agencies like Mesa Water, obtained through experience as a water lawyer, manager, and policy-maker, has allowed Jeremy to develop creative solutions and to build coalitions among agencies that previously refused to work together. It has also given him the ability to achieve favorable results for clients in court, before administrative agencies, and before the California Legislature.

General Counsel Roles

Jeremy currently serves as General Counsel to Pauma Valley Community Services District, and to Rancho Pauma Mutual Water Company. He is also the Assistant General Counsel to both VID and Serrano Water District. Jeremy frequently performs the duties of general counsel for both agencies (as well as OCWD). In that regard, Jeremy is well versed in the Brown Act, the Public Records Act, the Political Reform Act (and implementing FPPC regulations), and all of the other laws that regularly arise in public agency legal practice—both from a compliance and litigation standpoint. He was also recently hired as counsel for Borrego Water Coalition ("BWC"), a public/private coalition of water users in the Borrego Valley, to assist in the development of governance for the BWC and implementation of groundwater management alternatives that comply with SGMA. Jeremy also provides general counsel services to a number of private companies who provide water and wastewater services in the San Diego region.

Special Counsel Roles

Jeremy has been retained to provide special counsel/governmental affairs services to a number of special districts in the region. Agencies that have retained Jeremy’s services for special counsel matters include Rincon Del Diablo Municipal Water District, Rancho California Water District, Riverside County Flood Control District, and Meulton Niguel Water District. Similarly, because of his expertise in the interface between water supply and water quality compliance, Jeremy was recently retained as a sub-contractor to the City of Los Angeles to evaluate for recapitalizing costs of stormwater management facilities through enhanced stormwater capture. Jeremy was recently selected to provide regulatory/permitting special counsel services to SCVWD.

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1 Jeremy served as Camp Pendleton’s representative on the SDCWA Board from 2009-2012. From 2011-2012 he was Vice Chair of the SDCWA Legislation, Conservation and Outreach Committee.
Additional Significant Special Counsel Representations Include

- **Litigation in the Pauma Valley/Rincon Groundwater Basin of the San Luis Rey River.** Jeremy served as lead litigation counsel for Rancho Pauma Mutual Water Company in a water rights dispute with Yuima Municipal Water District over rights and pumping priority in the Rincon Groundwater Basin of the Pauma Valley. Rancho Pauma was victorious in multiple proceedings before the San Diego County Superior Court and subsequently in the Court of Appeal, resulting in victory for his client in one of the first reported San Diego County water right decisions in many years. *(See Rancho Pauma Mutual Water Company v. Yuima Municipal Water District (2015) 239 Cal.App.4th 109).*

- **Litigation in the San Juan Creek Groundwater System.** Jeremy's represented the City of San Juan Capistrano in litigation over groundwater production in the San Juan Creek Groundwater Basin. He also served as lead counsel for the city on all water quality and water supply matters from 2013-2015, including two contested administrative proceedings pending before the SWRCB.

- **Water Quality and TMDL Advocacy in the Cities of Irvine, Laguna Beach and Dana Point.** Jeremy currently represents these three cities in all of their extensive water quality related compliance matters (and associated litigation), including advocacy before Santa Ana and San Diego RWQCB, the SWRCB, and U.S. EPA.

- **Recycled Water in Rancho Santa Fe.** Jeremy currently represents three community service districts and the Rancho Santa Fe Country Club in the evaluation and negotiation of possible recycled water projects.

- **Santa Margarita River Nutrient Initiative.** Jeremy currently provides special counsel/regulatory affairs advice to the Rancho California Water District related to the Santa Margarita River Nutrient Initiative. The focus of this Initiative is the development of nutrient regulations in the Santa Margarita River Watershed that permit additional recycled water use and groundwater production, create regulatory certainty, and facilitate the adoption of attainable water quality objectives.

- **Miscellaneous Water Related Representations.** Jeremy currently represents Carlsbad Alkaline Water (a private groundwater bottler and distributor in Carlsbad, CA) and Simpatica (one of the largest growers of avocados in California) on a variety of water related matters throughout Southern California. He also serves as general and special counsel for Hadronex, Inc. of Escondido, which provides wastewater related services throughout California.

Educational and Background in Environmental and Water Law

Jeremy obtained his law degree from the Florida State University ("FSU") College of Law in 1996. He graduated *magna cum laude* and served on the FSU Law Review, and FSU’s Journal of Land Use & Environmental Law, while at law school. During law school, Jeremy also authored three law review articles (one of which garnered FSU’s “Student Article of the Year Award” in 1996), and performed a judicial clerkship for the Florida Circuit Court for the Second Judicial Circuit.
Jeremy’s career in water/environmental law started in 1999 when he was assigned, as a Marine Corps Captain, to the Eastern Area Counsel Office (“EACO”) at Camp Lejeune, North Carolina. He soon progressed from Assistant to Associate Regional Counsel and, upon client request, began serving as the lead attorney on numerous complex and controversial environmental disputes throughout the Marine Corps Eastern Region. He was then the Marine Corps’ sole funded selectee to obtain an advanced degree, known as an L.M., in environmental law in 2003. He completed the LL.M. Program at George Washington University (“GW”) in 2004, finishing at the top of his class. Shortly thereafter, he published his LL.M. thesis—which evaluated the applicability of different types of water rights on federal lands—in the Harvard Environmental Law Review, his third published law review article on an environmental/land use topic. During the LL.M. program, Jeremy interned at the Appellate Section of the U.S. Department of Justice (“DoJ”), Environment and Natural Resources Division (“ENRD”), where he drafted a brief for the United States in *Morris v. United States*, 392 F.3d 1372 (Fed. Cir. 2004) (Northern CA “takeings” case involving salmon and timber harvest).

From 2004 to 2007 Jeremy was assigned to the Western Area Counsel Office at Marine Corps Base, Camp Pendleton as Regional Environmental Counsel for nine West Coast Bases. During this period Jeremy supervised and directed complex water litigation in federal court, as an appointed U.S. Special Attorney, in the case of *U.S. v. Eastern Municipal Water District*. Primary issues in dispute were water rights, salinity management, and the impact of reclaimed water on beneficial uses in San Diego County watersheds. As his last official act on active duty in 2007, Jeremy argued and defeated Eastern Municipal’s motion for summary adjudication in federal court—thereby ensuring the case would proceed to a full bench trial. For his efforts in *U.S. v. Eastern*, Jeremy was awarded the Department of the Navy’s 2007 Richard W. Eddy Award for excellence in environmental litigation.

During this period Jeremy also:

- Drafted the operative provisions of SB 975 (Ashburn), 2005 state legislation that allowed continued use of biodiesel in California.
- Obtained a four year compliance extension for the entire federal diesel fleet in California following personal briefing of Chairman Robert Sawyer of the California Air Resources Board (“CARB”).
- Negotiated settlement of over 17 notices of violation with local air districts, and successfully obtained variances in multiple contested administrative hearings.
- Drafted a brief to the U.S. Army Corps of Engineers that persuaded the Corps to reverse previous determination of jurisdiction on hundreds of acres in the Santa Margarita River—thereby allowing critical repairs to water diversion/storage facilities to proceed without delay.

At the end of 2007, Jeremy entered private practice at the Law Firm of Nossaman LLP, where he served Of Counsel until 2009. During this period Jeremy primarily advised private clients on water quality matters, and on proceedings before various Regional Water Quality Control Boards around California. In furtherance of his water quality practice, he authored two U.S. Supreme Court amicus curiae briefs in the landmark water quality case of *Friends of Pinto Creek v. EPA*, 504 F.3d 1007 (9th Cir. 2007).

From 2009 to 2012 Jeremy returned to federal service at Camp Pendleton, this time as the “Client.” As Director of Camp Pendleton’s OWR, and its representative to the SDCWA Board, Jeremy, among other things:
• Managed and operated Lake O’Neill, four separate groundwater producing watersheds, and Camp Pendleton’s water recycling and water conservation programs.
• Developed and obtained approval of Camp Pendleton’s first comprehensive Water Resources Plan and Recycled Water Master Plan.
• Oversaw the initial phases of the Steelhead consultation with NOAA Fisheries
• Collaboratively negotiated a comprehensive conjunctive use project with RMWD that, once implemented, will settle over sixty years of water litigation between RMWD and Camp Pendleton.

Jeremy is a value-added component of Rutan’s proposal that other law firms likely cannot provide. Specifically, he can offer the District a legal opinion by someone who has actually been responsible for the success of a water system—thereby ensuring that advice rendered to the District considers the big picture of any particular decision—identifying not only the legal advantages/disadvantages of any given action, but also the potential policy, technical, and human factors that may be relevant to a particular legal alternative.

Another value add is Jeremy’s experience in matters of legislative and regulatory affairs in Sacramento. Jeremy has obtained dozens of revisions to CARB regulations and SWRCB permits with the potential to adversely impact water and wastewater agencies—testifying, and obtaining results, on multiple occasions before the SWRCB, CARB and the SDRWQCB. He has also obtained numerous legislative revisions to enacted water and environmental legislation, including: SBX 7-6 and 7-7 (water conservation and groundwater level reporting); AB 2277 (revisions to water conservation mandates for federal installations); SB 975 (biodiesel). He was also instrumental (with SDCWA support) in delaying the passage of AB 685 (Human Right to Water) by a year—thereby resulting in passage of a significantly revised bill the following year with far less potential for impact on California water agencies. Most recently, Jeremy was extensively involved in negotiating major revisions to SGMA on behalf of OCWD and California mutual water company interests.

III. SCOPE OF WORK

A. Role of the General Counsel

As the General Counsel, we work for the Board of Directors and with the General Manager and staff. Understanding these relationships, there are a number of qualities of personality and character that we think are critical to serving successfully as a General Counsel:

1. Intelligence and Knowledge: The General Counsel plays a major role as a member of the District’s team. The General Counsel’s experience and legal skills are critical to developing successful solutions to the problems faced by the District.

2. Creativity: The General Counsel should be innovative and willing to develop creative alternatives to address issues, rather than repeat past actions or unthinkingly apply traditional approaches.

3. Result-Oriented: The General Counsel must realize that the District’s goal is to produce successful results, not simply to process paper or achieve hollow “victories.”

4. Responsiveness: The General Counsel must be responsive to his or her client, and must also assist the District in being responsive to its constituencies.
(5) **Ethical:** The General Counsel must have integrity and must assure that both he or she – and the District – are behaving in an ethical manner.

(6) **Political Sensitivity:** While the General Counsel must be aware of politics so as not to suggest courses of action that are politically impossible, he or she must also be apolitical and not take any part in political gamesmanship. The General Counsel works for the Board of Directors as an entity, and not individual members of the Board.

(7) **Cost-Effectiveness:** In an era of fiscal constraints on local government, the General Counsel must be conscious of the need to control costs, and capable of doing so.

In the normal day-to-day situation, the General Counsel reports administratively to the General Manager, and works with the management staff who serve under the General Manager. The General Counsel works as part of the District’s administrative management team to conceptualize programs, to raise and analyze legal issues, to review resolutions, contracts and reports for legal accuracy and validity, and to represent the District in administrative and legal proceedings. The General Counsel’s goal can be described simply as being as helpful as possible, while keeping the District out of legal difficulties.

However, the duty of the General Counsel to the Board of Directors is his or her most important relationship. This is obvious from the fact that the Board of Directors hires and terminates the General Counsel. The potential threats to that relationship arise from the fact that there are five Board Members who might not always agree with each other or with the General Manager. As a result, there can be different, conflicting demands placed on the General Counsel. It is important that the General Counsel treat each of the members of the Board of Directors in the same manner, and with equal respect and responsiveness, notwithstanding that the Board Members may have different areas of interest, or different goals and objectives.

With respect to difficult decisions, such as the decision of whether to litigate or settle can be one of the most difficult decisions a Board has to make. Rutan’s approach, informed by the fact that all of the attorneys to this Proposal are accomplished litigators, is to evaluate three factors that are relevant in almost every litigation scenario: 1) the cost to the agency of prosecuting/defending litigation (including agency staff time and lost productivity on other staff tasks); 2) the potential risk or gain to the agency associated with bringing/defending litigation (financial or otherwise); and 3) important precedents or policy objectives at stake in the litigation. All of these factors must be considered by the Board in making an informed decision whether, on balance, it is in the best interests of the agency to litigate. The General Counsel should facilitate this informed consideration of costs and benefits by formulating realistic courses of action, developed after consultation with the General Manager and pertinent agency staff (and potentially special counsel), and then clearly delineating for the Board the advantages and disadvantages of each course of action from a legal and policy perspective. While every evaluation of litigation is different, the Board needs to understand, via the informed explanation of its General Counsel, the potential total exposure (or gain) in the event of a complete win or a total loss, and they also need to have a good understanding what initiating or defending litigation is likely to cost in terms of attorneys’ fees, consultant fees, and other associated costs. The likelihood of success at different phases of the litigation, and the impact of early success on the ability to settle on more favorable terms, are also key considerations that a General Counsel should bring to the Board’s attention.

Along the same lines, the decision to bring in outside counsel is one that should be vetted with the Board and General Manager during closed session. While the ultimate decision to select litigation counsel rests with the Board and/or General Manager, where no conflict exists and Rutan possesses the necessary expertise, we would ordinarily recommend that qualified Rutan attorneys represent Mesa Water in the
litigation (or other representation) so that there is less of a “learning curve” about the agency, and the General Counsel is better able to manage the case and control litigation costs. However, where unique facts make it appropriate, such as if a different firm has specialized expertise that makes it more likely Mesa Water will obtain a positive outcome, we will not hesitate to recommend retention of an alternate attorney, consultant or expert.

With regard to interactions with the media, it is generally not the province of General Counsel to directly engage with the public or the media outside the context of a board meeting. Telling a water district's story to ratepayers and the public is typically the task of the General Manager or Board President (or an agency's public information officer), though the General Manager or Board President could delegate such duties to General Counsel where deemed in the best interests of the agency. General Counsel can certainly be part of shaping the risk communication strategy and appropriate messaging behind the scenes, and indeed such assistance can be critical to effective messaging with the media, interest groups, and the public at large. However, the role of General Counsel is not ordinarily one that should command a great deal of public attention—with the media or otherwise.

Finally, if the Mesa Water Board decides to select a new General Counsel, the firm ultimately selected will need to get up to speed as quickly as possible. If Rutan is selected as the new General Counsel, we would seek to meet as soon as possible with the General Manager, Assistant General Manager, and key department heads to go over what they view as key priorities and the areas that require immediate attention.

Another more intensive step, if desired by Mesa Water, would be for Rutan to provide the equivalent of a “legal audit” over the first six months of the representation in order to assure the General Manager and Board that the District’s established policies and practices, and administrative code, satisfy both current legal requirements and best practices, and are aligned with the Board’s strategic vision. This option, which can be particularly effective after the departure of a long term agency general counsel, is more time intensive, but it would also give Mesa Water a “fresh start” with new sets of eyes.

In sum, the above described philosophy is the one which would govern our relationship with members of the Board of Directors and the District’s management staff if we were retained by Mesa Water District for General Counsel services.

B. Operational Structures and Office Staffing

One of the most crucial aspects of a successful attorney-client relationship is the timely response of attorneys to inquiries and requests for advice and guidance from the client. We can assure the Board of Directors and the District’s management staff that the members of our team will be available on a virtual “twenty-four/seven” schedule. While we may not always be available every hour of the day, we return calls and respond to requests at all hours of the day; and we understand the time pressures members of the Directors and staff face when working in a high profile environment involving sensitive community issues. Our attorneys are equipped with cell phones and receive e-mails on them so we are almost always available, and we pay particularly close attention to communications that require immediate attention, such as litigation matters.

We respond to legal requests from the District in the time frame required by the nature of the demand; we are fully cognizant that providing timely legal services is an integral component of providing high quality legal services. Given the breadth of experience of the team we have proposed, we believe that we are uniquely positioned to provide timely and sound legal advice to the District. Should we be
retained to serve as District Legal Counsel, Mesa Water will always be a top priority for Rutan, and we will adjust our schedules accordingly to ensure that the District is always satisfied with the timeliness of our responses/work product. To this end, we will work closely with the General Manager and key staff to ensure that updates are provided in the manner that best meets the requirements of staff and the Board. In this regard, we typically provide bi-monthly or monthly status reports on projects we are working on, and this progress reporting can be adjusted to suit client requirements or agency tempo.

Our attorneys are assisted by some of the finest support facilities and personnel in California. Our offices are staffed with a highly trained team of nearly 150 support employees (not including lawyers), comprising legal secretaries, paralegals, litigation support staff, notaries, information services officers, librarians, 24-hour word processing, and a fully integrated copying and document reproduction center. The support staff’s duties are those that are customary for the job description at a firm of Rutan & Tucker’s size and many of the support staff have specializations (for instance, paralegals are hired based on their qualifications relative to the department in which they work). The firm’s office hours are Monday – Friday (holidays excepted) from 8:00 am to 6:00 p.m.; however, as noted above, we maintain certain word processing staff on a 24-hour basis.

A full-time professional librarian and staff maintain our law library, which holds one of the largest private collections of law and law-related materials in Southern California, and which also provides access to numerous online databases, including Lexis/Nexis and WestLaw. Rutan & Tucker is strongly committed to applying technology to the practice of law in ways that maximize efficiency. Various legal research services are available on-line which allow for effective comprehensive legal research. The applications used for document creation and management are consistently updated and are among the very latest, most efficient available. In addition, “back office” programs such as the firm’s accounting and firm-wide document management systems utilize the latest database technology. All of our attorneys are trained in the effective use of technology, including web-based content and wireless communications. The firm’s in-house Information Services staff provides daily maintenance, training, and upgrading of our computer network. A high-speed, dedicated T-3 links Rutan & Tucker with the world and access to the Internet is available at every workstation and conference room. Laptops are available for traveling attorneys and are configured for free Internet access from virtually anywhere in the world. Remote access to the firm’s network is available to all attorneys “24/7.” Everyone in the firm has a Rutan e-mail address and the firm utilizes e-mail communication with clients and other outside parties as a matter of standard practice. Moreover, Rutan & Tucker’s office is located in Costa Mesa near South Coast Plaza and the Performing Arts Center, only a few short minutes from Mesa Water District’s headquarters.

Rutan bills for legal services on a monthly basis utilizing an electronic time entry system that creates invoices. The monthly billing statements for fees and costs indicate the basis of all fees on a daily basis, including the identity of each attorney or staff member performing the work, the time worked measured in one-tenth hour (6-minute) increments, a detailed description of the work performed, and the matter to which the billing pertains. All reimbursable costs (e.g., copying, court filing fees, etc.) are also described in detail on the monthly invoices. The attorney designated as general counsel will review the costs each month ensuring that each time entry was within the scope of work authorized by the District, and that the time expended to complete the work was reasonable. If questions arise, the firm adjusts the billed time or we reach out to District management to ensure that the fees to be billed are commensurate with expectations. Rutan has long-standing client relationships with public agencies for a reason, and Patrick, Jennifer, and Jeremy will be rigorous in ensuring that costs are fair, authorized, and consistent with Mesa Water expectations.
Finally, Rutan & Tucker has General Liability, Professional Liability (Malpractice), Hired Automobile Excess Liability and Workers Compensation and Employers Liability insurance. Specifically as to malpractice insurance, the firm maintains $50 million in coverage with a $500,000 self-insurance retention.

IV. CLOSING COMMENTS

The size and diversity of expertise of Rutan & Tucker offers advantages to Mesa Water District not available from other firms. We pride ourselves on the excellence and integrity of our legal services to clients. The size of the firm facilitates a unique breadth and depth of information and experience for the benefit of our clients; yet, at the same time, we are able both to establish close, personal cooperative relationships with our clients to ensure that we remain responsive to their legal needs, and to perform responsibly at the highest professional level.

Thank you for your attention to, and consideration of, our response, and we look forward to meeting with you to discuss any questions that you may have regarding this response, or our provision of legal services to Mesa Water District.
CERTIFICATE OF INSURANCE

Number 2341

This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend or alter the coverage afforded by the policy described below.

INSURED: Rutan & Tucker, LLP
611 Anton Boulevard, 14th Floor
Costa Mesa, California 92626

INSURER: Attorneys Insurance Mutual Risk Retention Group, Inc.

COVERAGE: This is to certify that the policy of insurance listed below has been issued to the Insured named above for the period indicated. Notwithstanding any requirement, term or condition of any contract or other document with respect to which this certificate may be issued or may pertain, the insurance afforded by the policy described herein is issued on a claims-made basis and is subject to all terms, exclusions and conditions of such policy. The limit shown may have been reduced by paid claims.

TYPE OF INSURANCE: Professional Liability

POLICY NUMBER: IP-0000-13/2016

POLICY PERIOD: July 1, 2016 to July 1, 2017 (12:01 a.m.)

LIMIT: A minimum of $1,000,000 per claim and in the aggregate including defense costs excess of a self-insured retention.

CANCELLATION: Should the above described policy be canceled before the expiration date thereof, the issuing company will mail 30 days written notice to the certificate holder named below. Failure to mail such notice shall impose no obligation or liability of any kind upon the company, its agents or representatives.

CERTIFICATE HOLDER: Coleen L. Monteleone
Assistant General Manager
Mesa Water District
1965 Placentia Avenue
Costa Mesa, CA 92627

ISSUED BY: Attorneys Insurance Mutual Risk Retention Group, Inc.

DATE ISSUED: August 23, 2016

[Signature]

AUTHORIZED REPRESENTATIVE
Amethyst Captive Insurance Solutions, Inc.
ATTACHMENT B

LIST OF CURRENT RUTAN PUBLIC AGENCY CLIENTS
Rutan Public Agency Representations

Rutan represents as City Attorney or General Counsel the following public agencies across Southern California:

City of Dana Point  City of Villa Park
City of Duarte     City of Yorba Linda
City of Irvine     Orange County Water District
City of Laguna Beach  Pauma Valley Community Services District
City of Laguna Woods Riverside County Citrus Pest Control District
City of La Palma   San Bernardino Valley Water Conservation District
City of La Quinta  Serrano Water District
City of Menifee    Vista Irrigation District
City of Ridgecrest
City of Twentynine Palms

In addition, Rutan currently provides, or has recently provided, Special Counsel Services to the following public agencies throughout California:

Alameda Alliance for Health  City of Livermore
City of Anaheim          City of Long Beach
City of Arroyo Grande    City of Marina
City of Burlingame       City of Newport Beach
City of Burbank          City of Signal Hill
City of Cerritos         City of Thousand Oaks
City of Chino Hills      City of Torrance
City of Cypress          City of Ventura
City of Downey           City of Vernon
City of Encinitas        Fallbrook Public Utility District
City of Escondido        Moulton Niguel Water District
City of Fountain Valley  Municipal Water District of Orange County
City of Fullerton        Rainbow Municipal Water District
City of Huntington Park  Rancho California Water District
City of Industry         Rancho Santa Fe CSD
City of Lake Elsinore    Rincon Del Diablo Municipal Water District
Santa Clara Valley Water District
Temescal Valley Water District
Trabuco Canyon Water District
Whispering Palms CSD
ATTACHMENT C

LIST OF RUTAN CLIENTS IN THE COSTA MESA SERVICE AREA
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<th>Client Code</th>
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# Condensed Client Report

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ATTACHMENT D

ADDITIONAL INFORMATION RELATING TO RUTAN GOVERNMENT AND REGULATORY LAW PRACTICE AREA
Government & Regulatory Law

EXPERTISE IN RESOLVING STATE AND LOCAL REGULATORY CHALLENGES

Any project in California requires compliance with the state's complex regulatory systems that govern all aspects of land use, housing and business activities. Navigating the intricacies of it all demands extensive knowledge of governmental law and California's stringent environmental protection and resource regulations—the kind of expertise you can depend on from Rutan & Tucker.

We currently have almost forty attorneys whose practices focus on governmental and public law on behalf of public and private clients throughout the state. As a result of this expertise and experience, we are familiar with evolving legal developments and are adept at handling specialized and complex problems in a timely and efficient manner. This enables our clients to be at the forefront of emerging governmental regulations, programs and services, and to be positioned to devise and implement effective solutions to challenging issues.

Throughout California, we represent and advise private individuals, developers, property owners, commercial and industrial concerns, community organizations and other private entities that have dealings with governmental agencies. Our expertise extends not only to substantive regulatory requirements and restrictions, but also the rules governing the review and processing of entitlements and approvals, and the specialized procedures for challenging or defending governmental decisions.

A LONGSTANDING COMMITMENT TO SERVING THE PUBLIC SECTOR

Our firm has been integrally involved in the practice of public law since A.W. Rutan opened his law office in 1906. In fact, our founding partners were pioneers in establishing several cities and water districts in Southern California.

We currently represent scores of public agencies as general counsel, city attorney or special counsel. Our clients include cities, redevelopment agencies, school and community college districts, water districts, public finance authorities, community service districts, counties, and other local governmental entities. The firm's local government representation extends from advising agencies in public meetings, to representing entities in regulatory, transactional, finance and inter-governmental matters, to prosecuting and defending local agencies in disputes covering the entire spectrum of public law.

AREAS OF SPECIALIZATION

- Land use, zoning and subdivision law
- Regulatory Permitting, federal, state and local regulations and permitting requirements relating to endangered and threatened species, coastal resources, wetlands, historic preservation, archaeological and paleontological resources and mineral extraction
- Redevelopment law and local economic development programs
- State and federal regulations relating to hazardous waste, including toxic tort litigation and real property transactions raising environmental law issues
- Affordable housing projects including federal, state and local housing regulations, and grant, loan and financing programs
- Election law including initiatives and referenda
- Government relations and lobbying
- Municipal reorganizations, including annexations, incorporation of new public entities, consolidations,
mergers and dissolutions

- Enforcement of local municipal, zoning and uniform codes and public nuisance law
- Open meeting issues under the Ralph M. Brown Act
- Political law including ethics in government, conflicts of interest, Political Reform Act, Government Code Section 1090 restrictions and incompatibility of office issues
- Public Records Act issues
- Municipal finance
- Public agency representation
- Cable television regulation
- Public acquisition and disposition of both real and personal property, including eminent domain and relocation assistance
- Eminent Domain, inverse condemnation and property valuation
- Land movement and subsidence litigation
- Federal Civil Rights Act litigation
- Constitutional law
- Regulation of adult-oriented businesses
- Public works contracting and procurement law, including prevailing wage issues
- Insurance law issues applicable to public agencies
- Public sector personnel and labor law
- Water and water agency law, including the acquisition, transfer and enforcement of water rights, and water quality and pollution issues
- Education law
- Property taxes, fees, assessments and rate issues arising under Propositions 13, 62 and 218, and exaction, dedication and impact fee issues.

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ATTACHMENT E

RESUMES
Mr. Muñoz is the Co-Chair of the Government Relations Department and a partner in the firm’s Government & Regulatory Law Section where he has been practicing since joining the firm in 1989. His practice emphasis includes a wide variety of legal matters, both litigation and transactional, encountered in the representation of public entities and private individuals and organizations dealing with governmental agencies.

Mr. Muñoz is readily familiar with all aspects of general municipal affairs and the myriad of state and federal statutes, regulations and case decisions which regulate local governmental agencies, and those who do business with them. He currently serves as the City Attorney for the cities of Dana Point and Twentynine Palms. He has previously served as the City Attorney for Adeanto, and Assistant City Attorney in the cities of San Juan Capistrano, San Fernando, West Covina and Baldwin Park. Most recently, Mr. Munoz participated on a panel for the Association of California Cities Orange County discussing issues related to Sober Living Homes. Click here to view the video.

Mr. Muñoz has developed a particular practice emphasis in matters involving solid waste. In this regard he has negotiated and written contracts and franchise agreements for both public entities and private solid waste enterprises, and has actively participated in the adoption of statewide solid waste regulations and the permitting of solid waste facilities.

Mr. Muñoz’ practice has also focused on matters involving Special Education. In this capacity he has handled innumerable Special Education mediations and Due Process Hearings on behalf of five different school districts.

Mr. Muñoz’ practice has not been limited to the representation of public agencies. Utilizing the legal, management and business skills required in his City Attorney practice, Mr. Muñoz also serves as general counsel for several medium-sized and small businesses, advising them in a wide variety of matters. He has additional experience as a governmental affairs representative, handling matters for private parties and entities in situations in which clients find themselves interacting with governmental agencies. His private client representation includes both litigation and non-litigation matters in areas of land use, acquisitions, administrative law, Alcoholic Beverage Control regulations, and contractual negotiations and disputes.

PUBLIC LAW CAREER HIGHLIGHTS

RELATED SERVICES

Environmental Law
Government & Regulatory Law
Government Relations and Political Law
Land Use/Natural Resources

EDUCATION

Loyola Law School (1989), magna cum laude; Member, Order of The Coif; Member, Alpha Sigma Nu and St. Thomas More Jesuit honor societies; Member, Loyola Law Review; Member, Loyola Law School Scott Moot Court Team

BAR ADMISSIONS

California
Mr. Muñoz started with Rutan and Tucker's Public Law Section in 1989 after graduating with honors from Loyola Law School. Soon thereafter he became Assistant City Attorney in the Cities of West Covina, Baldwin Park, San Fernando and Canyon Lake, as well as Deputy City Attorney in the City of Irvine.

In these roles, among other things, he assisted with the incorporation of the City of Canyon Lake and regularly participated as a speaker at the annual California Building Officials’ Conference. As Assistant City Attorney for San Fernando, he drafted an ordinance banning two warring gangs from a local park which withstood an A.C.L.U. challenge and served as a model for gang abatement in Los Angeles County.

In 1994 Mr. Muñoz became Twenty-nine Palms' City Attorney. In this role for over 20 years he has assisted in a wide variety of projects including, perhaps most notably, the annexation of the Twenty-nine Palms Air Ground Combat Center. He also led the City’s successful legal efforts to preserve its former Redevelopment Agency’s bond proceeds for use in a project intended to assist with the revitalization of the City’s historic downtown, and is now deeply involved in efforts to implement that economic development project in the post-Redevelopment Era designated City projects. In addition, he has recently assisted the City with a complex LAFCO proceeding whereby the City is facilitating the transfer of fire protection authority from the local water district to the County; and, thereby, ensuring a sustainable funding mechanism for ongoing fire protection service in the region.

Mr. Muñoz also serves as the General Counsel for the Morongo Basin Transit Authority, which provides public transportation services in the communities of Twenty-nine Palms, Yucca Valley, and Joshua Tree.

The City of Dana Point appointed Mr. Muñoz as its City Attorney in 2002. As City Attorney, among other achievements, he led the City’s legal efforts related to the approval of the Headlands development by the California Coastal Commission, and successfully defended against related legal challenges to this approval. Since that time, he has been involved in countless matters involving Coastal development and related regulations on behalf of the City. He also successfully led the defense of a complex legal challenge to the City’s Housing Element by which opponents to a mobile home park closure sought to eliminate the City’s ability to exercise its and use authority in connection with any project. More recently, he lead the City’s legal team against efforts by the IRS to compel recreation class instructors to be classified as employees, rather than the common practice of classifying them as independent contractors. He also led Dana Point’s legal efforts by which it obtained judgments in excess of $7,000,000.00 against various marijuana dispensaries that were illegally operating in the City in violation of California’s medical marijuana laws.

Mr. Muñoz served as the City Attorney for the City of Adelanto from 2007 until 2009. In that role he was an integral part of the City’s legal team when, due to a severe economic downturn, it was forced to deal with the fallout of its default on a complex financing involving auction rate bonds and a so called “SWAP.” Through a complex combination of water and sewer rate increases, bond refinancing, and the sale of certain public properties his efforts enabled the City to successfully avoid filing for bankruptcy protection.

Mr. Muñoz has negotiated numerous solid waste franchise agreements, and agreements for recycling services at so called “MRFs”, including agreements in the cities of Santa Clarita, Santa Ana, Fullerton, Irvine, San Clemente, La Quinta, Dana Point, Twenty-nine Palms, Lynwood, Huntington Park and La Palma. He assisted the Orange County City Managers Association in negotiating an amendment with the County of
Orange to the County’s Waste Disposal Agreement which directs flow of Countywide solid waste the County’s landfill system. Mr. Muñoz actively participated in the adoption of statewide regulations by the California Integrated Waste Management Board applicable to solid waste facility permitting, and in a related vein successfully defended a solid waste enterprise which was accused by the LEA and CalRecycle of operating in violation of these regulations. He has also successfully processed both local land use entitlements and State solid waste facility permits on behalf of solid waste enterprises.

Mr. Muñoz has handled numerous complex litigation matters on behalf of various cities. These cases have included landslide and flooding claims, challenges to the award of solid waste franchises, inverse condemnation claims, ADA claims, suits brought pursuant to 42 USC Section 1983, Coastal Act claims, CEQA claims, and writ challenges to development projects and ordinances. He has regularly handled cases before California’s appellate courts, and has appeared before the California Supreme Court.

Over the years Mr. Muñoz has been a speaker at a variety of League of California City committee meetings/conferences, and has assisted with updating the California Municipal Law Handbook. He has served as a volunteer moot court judge for the Constitutional Rights Foundation, has handled several pro-bono cases for Orange County’s Public Law Center, and has given numerous presentations on Legal Ethics to a variety of public officials.

AREAS OF EXPERTISE

› Solid Waste Matters
› Local Government Law
› Land Use Law
› Special Education
› Civil Litigation
› General Counsel - Public and Private Entities

RECENT PUBLICATIONS

› "The Truth About Marijuana Dispensaries," Orange County Lawyer, August 2011
› "Challenging the IRS on the Status of Independent Contractors," Western City Magazine, July 2010

NOTABLE CASES/OPINIONS

› City of Dana Point v. Beach Cities Collective (2014) (Docket No. G047839)
COMMUNITY/AFFILIATIONS

Mr. Muñoz has a long record of community service. He is currently a board member and Past President of the Board of the Orange Coast College Foundation and over the years he has been a board member of Prevent Child Abuse Orange County/The RAISE Foundation; Hoag Hospital Foundation’s 552 Club; Costa Mesa Chamber of Commerce’s CM 500; and the Santa Ana Chamber of Commerce. He has been a volunteer leader for the Newport Beach Little League and the Newport-Mesa YMCA Indian Princess organization. His volunteer efforts have been publicly recognized on numerous occasions including by:

- The 2001 Hoag Hospital Siracusa Award
- The 2005 Costa Mesa Chamber of Commerce and South Coast Metro Alliance Community Spirit Award, and
- The 2006 Hoag Hospital Dr. David Martyn Memorial Award

MEMBERSHIPS & ASSOCIATIONS

- Member, League of California Cities, City Attorney Department, FPPC Committee
- Member, Society of Fellows
- Member, William P. Gray Inn of Court

AWARDS & HONORS

- Southern California Super Lawyer 2012-2016
- AV® Preeminence™ rating with LexisNexis/Martindale Hubbell
Ms. Farrell is partner in the firm’s Government & Regulatory Law Section, where she specializes in a wide range of litigation and transactional matters relating to municipal governments and special districts.

Ms. Farrell currently serves as Assistant City Attorney for the cities of Dana Point and Twentynine Palms, and Assistant General Counsel for the Morongo Basin Transit Authority. Ms. Farrell also previously served as Interim Assistant City Attorney for the City of Calexico. In these roles, she regularly attends planning commission, city council, and district meetings and advises these entities on a host of legal issues ranging from the Brown Act to the Public Records Act to the California Environmental Quality Act. Ms. Farrell has also acted as special counsel for a number of government entities including but not limited to the cities of Costa Mesa, Novato, Loma Linda, the County of Fresno and Mesa Water District. In this capacity, she has not only handled litigation matters, but also has advised the entities on a variety of different areas of the law.

In addition, Ms. Farrell has successfully handled numerous complex litigation matters on behalf of government entities. These cases include litigation relating to ejection challenges, land use and zoning laws, medical marijuana dispensaries, the scope and jurisdiction of the California Coastal Commission, the dissolution of redevelopment agencies post AB 1x26, housing element law, and property tax allocations. She regularly handles cases before the California Court of Appeal, and in 2011, appeared before the California Supreme Court in a case involving the proper method by which to appeal a city council issued legislative subpoena. Ms. Farrell has also handled several cases involving the appointment of a receiver to oversee the rehabilitation of substandard properties. (City of Dana Point v. Finnegan (Case No. G05115500); City of Dana Point v. Stahl (Case No. 30-2012-00588176.) Not only did Ms. Farrell successfully persuade the court to appoint receivers in both cases, but she also was able to recover the full amount of attorneys’ fees spent by the City in seeking those appointments. Recently, among other matters, Ms. Farrell is assisting the City of Twentynine Palms in using former redevelopment agency bond proceeds to acquire property as well as other financing sources to construct a revitalized downtown area, commonly referred to as “Project Phoenix.” As part of her work with the City, she helped guide the City through a complex Local Agency Formation Commission process, whereby the fire protection authority was transferred from the Twentynine Palms Water District to the County, in order to ensure a sustainable funding mechanism for ongoing fire protection service in the region.
Ms. Farrell also serves as Chairwoman of the Costa Mesa Chamber of Commerce, and is a member of the Board of Directors of the Raise Foundation, Coast Community College District Foundation, and Costa Mesa High School Foundation.

**NOTABLE CASES/OPINIONS**

- Dana Point Safe Harbor Collective v. Superior Court (Supreme Court of California) 51 Cal. 4th 1; December 9, 2010.

**AREAS OF EXPERTISE**

- Litigation & Transactional Matters
- Education Law
- Municipal & Government Agency Law

**MEMBERSHIPS & ASSOCIATIONS**

- Orange County Bar Association
- Member, Board of Directors for Raise Foundation
- Member, Costa Mesa Chamber of Commerce
- Member, Coast Community College Foundation District

**AWARDS & HONORS**


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Senior Counsel
T: (714) 338-1882
jjungreis@rutan.com
www.rutan.com
Orange County

Mr. Jungreis is Senior Counsel in Rutan's Government & Regulatory Section. He is an accomplished water and environmental attorney with extensive experience guiding public and private clients through complex matters. Mr. Jungreis' practice includes environmental compliance and litigation, land use/natural resource strategies, water rights—permitting and protection, water supply and water right development, public agency law, utility law, strategic planning/coalition building, and governmental relations. He has advised clients on compliance with all of the major federal and California specific environmental and land use statutes with particular emphasis on water quality, air quality and sustainable groundwater management.

Mr. Jungreis is an expert in the development and protection of local water supplies with particular expertise in groundwater law. He currently serves as General Counsel for the Pauma Valley Community Services District and Assistant General Counsel for the Vista Irrigation District and Serrano Water District, and General Counsel for the Rancho Pauma Mutual Water Company and the Hadronez Corporation. He provides special counsel services pertaining to environmental compliance, water litigation, stormwater, and water/recycled water supply development and regulation to special districts and cities throughout Southern California.

Prior to joining the firm, Mr. Jungreis directed the Department of Defense's (DoD) most complex water system—with responsibility for conjunctively managing ground and surface water from four different watersheds and implementing complex recycled water and conservation programs. During this time, Mr. Jungreis also negotiated a physical solution and water rights settlement to one of California's most long-standing pieces of water litigation over the waters of Santa Margarita River.

Prior to entering private practice, Mr. Jungreis served for three years as Regional Environmental Counsel for Marine Corps installations in the Western United States and for four years as a Regional Environmental Counsel for Marine Corps installations in the Eastern United States. He has also served as a Special Attorney for the U.S. Department of Justice Environment and Natural Resources Division (ENRD). In those roles, he provided counsel and litigation services to sophisticated clients on all of the major federal and California specific environmental and land use statutes. Mr. Jungreis is a Lieutenant Colonel in the United States Marine Corps Reserve. He is intimately familiar with legal issues on military and federal lands in California, particularly in the areas of water, utility and natural resource management.

RELATED SERVICES

Environmental Law
Government & Regulatory Law
Government Relations and Political Law
Infrastructure/Public-Private Partnerships (P3)
Land Use/Natural Resources

EDUCATION

George Washington University (LL.M., 2004), summa cum laude
Florida State University College of Law (J.D., 1996), Florida State University Law Review, magna cum laude
University of Central Florida (B.S., 1993), cum laude

BAR ADMISSIONS

California, 2008
Florida, 1996

COURT ADMISSIONS
Mr. Jungreis currently serves as the Chairman of the City of Oceanside's Utilities Commission and from 2009 to 2012 he served on the Board of Directors of the San Diego County Water Authority. He is a frequent lecturer on environmental and water law topics throughout the U.S. and abroad, and is the past Chairman of the American Bar Association's Water Quality and Wetlands Committee.

PUBLICATIONS

- Awash in Controversy: The Developing Saga of the EPA Water Transfers Rule, ABA TRENDS MAGAZINE, Sept. 2008 at 8
- Impaired Waters & Permitting: Implications of the Pinto Creek Decision, THE WATER REPORT, Dec. 2007 at 17
- Nutrient Numeric Endpoints: Not Quite Ready for Prime Time? THE WATER REPORT, Aug. 2007 at 12 (co-authored with Dr. Scott Thomas)

SPEECHES AND PRESENTATIONS

- Speaker, "Perspectives on Water Rights in Orange County," Orange County Bar Association, Environmental Law Section. June 2016


Speaker, "Managing the 'New' Recycled Water—Opportunities Abound," Industrial Environmental Association Conference, San Diego, CA October 2015

Speaker, "Taking the Leap," "Establishing Groundwater Sustainability Agencies in California", Groundwater Regulation in California Conference Los Angeles, CA, October, 2015


Conference Co-Chair, Moderator and Speaker, "Finding 'New' Water: Evaluating 'New' Water Options for Overcoming Drought and Diversifying Water Portfolios," Law Seminars International Conference, Anaheim, CA, October 5-6, 2015


Moderator, "Getting Serious About Drought: New Groundwater and Drought Rules Come to the Golden State," presented to Orange County Bar Association, November 6, 2014


Speaker, "New Municipal Storm Water Permit for the San Diego Basin," San Diego County Bar Association, March 18, 2014

Speaker, "No More Sacred Cows: Will State Efforts to Achieve Water Quality Standards Trample American Agriculture?" 2013 ABA Section of Environment, Energy, and Resources Spring Conference, Salt Lake City, UT, March 22, 2013


Speaker, "LID Stormwater Capture: A Developing Case Study in the Law of Unintended Consequences," Water Environment Foundation


MEMBERSHIPS & ASSOCIATIONS

† Chairman, Oceanside Utilities Commission (2012-2016)

† Vice Chair, Association of California Water Agencies (ACWA), Clean Water Subcommittee (2013-2016)

† Secretary/Treasurer of the Environmental Law Section of Orange County Bar Association (2016)

† Member, ACWA Legal Affairs Committee (2016)
ACTION ITEMS:

15. CLOSED SESSION:

CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION:
Pursuant to Government Code Section 54956.9 (a)
Case: Irvine Ranch Water District v. OCWD, et al. - Superior Court Case No. 30-2016-00858584-CU-WM-CJC
REPORTS AND INFORMATION ITEMS:

16. REPORT OF THE GENERAL MANAGER:
   - August Key Indicators Report
   - Other (no enclosure)
Goal #1: Provide a safe, abundant, and reliable water supply

FY 2017 Potable Production (Acre Feet)

<table>
<thead>
<tr>
<th>Water Supply Source</th>
<th>FY 2017 YTD Actual (AF)</th>
<th>FY 2017 YTD Budget (AF)</th>
<th>FY 2017 Annual Budget (AF)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Clear Water</td>
<td>1,864</td>
<td>2,070</td>
<td>12,690</td>
</tr>
<tr>
<td>Amber Water (MWRF)</td>
<td>1,489</td>
<td>1,257</td>
<td>4,241</td>
</tr>
<tr>
<td>Import</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>CPTP</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>Total Production</strong></td>
<td><strong>3,353</strong></td>
<td><strong>3,327</strong></td>
<td><strong>16,931</strong></td>
</tr>
</tbody>
</table>

YTD actual water production (AF) through August 31, 2016

Water Production by Source - 12 Month Trailing Percent of Acre Feet Produced

- **Clear Water**
- **Amber**
- **CPTP**
- **Imported**

Page 1 of 7
## Goal #1: Provide a safe, abundant, and reliable water supply

FY16 System Water Quality – This data reflects samples taken in July

<table>
<thead>
<tr>
<th>Distribution System:</th>
<th>Average</th>
<th>Range</th>
<th>MCL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chlorine Residual (mg/L)</td>
<td>1.80</td>
<td>0.7 – 2.88</td>
<td>4</td>
</tr>
<tr>
<td>Coliform Positive % Compliance</td>
<td>0</td>
<td>0</td>
<td>5</td>
</tr>
<tr>
<td>Temperature (°F)</td>
<td>80.0</td>
<td>73 – 87</td>
<td>None</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Reservoir I &amp; II:</th>
<th>Average</th>
<th>Range</th>
<th>MCL</th>
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</thead>
<tbody>
<tr>
<td>Chlorine Residual (mg/L)</td>
<td>1.60</td>
<td>1.07 – 2.1</td>
<td>None</td>
</tr>
<tr>
<td>Monochloramine (mg/L)</td>
<td>1.44</td>
<td>0.85 – 1.95</td>
<td>None</td>
</tr>
<tr>
<td>Ammonia (mg/L)</td>
<td>0.36</td>
<td>0.16 – 0.51</td>
<td>None</td>
</tr>
<tr>
<td>Temperature (°F)</td>
<td>78.7</td>
<td>74 – 84</td>
<td>None</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Wells (Treated):</th>
<th>Average</th>
<th>Range</th>
<th>MCL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chlorine Residual (mg/L)</td>
<td>2.44</td>
<td>2.11 – 2.89</td>
<td>None</td>
</tr>
<tr>
<td>Monochloramine (mg/L)</td>
<td>2.17</td>
<td>1.92 – 2.51</td>
<td>None</td>
</tr>
<tr>
<td>Ammonia (mg/L)</td>
<td>0.53</td>
<td>0.49 – 0.61</td>
<td>None</td>
</tr>
<tr>
<td>Temperature (°F)</td>
<td>76.5</td>
<td>71 – 82</td>
<td>None</td>
</tr>
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</table>

<table>
<thead>
<tr>
<th>MWRF:</th>
<th>Average</th>
<th>Range</th>
<th>MCL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chlorine Residual (mg/L)</td>
<td>2.59</td>
<td>2.09 – 3.08</td>
<td>None</td>
</tr>
<tr>
<td>Monochloramine (mg/L)</td>
<td>2.39</td>
<td>1.83 – 2.91</td>
<td>None</td>
</tr>
<tr>
<td>Ammonia (mg/L)</td>
<td>0.60</td>
<td>0.46 – 0.87</td>
<td>None</td>
</tr>
<tr>
<td>Temperature (°F)</td>
<td>84.0</td>
<td>81 – 87</td>
<td>None</td>
</tr>
<tr>
<td>Color (CU) Compliance</td>
<td>ND</td>
<td>ND</td>
<td>15</td>
</tr>
<tr>
<td>Odor (TON) Compliance</td>
<td>2.25</td>
<td>2 – 3</td>
<td>3</td>
</tr>
</tbody>
</table>

### Water Quality Calls/Investigations:

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td>Total Calls</td>
<td>10</td>
</tr>
<tr>
<td>Total Investigations (from calls)</td>
<td>6</td>
</tr>
</tbody>
</table>
Goal #2: Practice perpetual infrastructure renewal and improvement

Revenues of Potable Water
(in thousands)

<table>
<thead>
<tr>
<th></th>
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<tbody>
<tr>
<td>Jul</td>
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<tr>
<td>Aug</td>
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<td>Sep</td>
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<td>Nov</td>
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<td>Dec</td>
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<td>Jan</td>
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<td>May</td>
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<td>Jun</td>
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<table>
<thead>
<tr>
<th>Total YTD</th>
<th>Actual</th>
<th>Budget</th>
<th>Difference</th>
<th>%</th>
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<tbody>
<tr>
<td>$4,807</td>
<td>4,845</td>
<td>4,845</td>
<td>(38)</td>
<td>(0.78%)</td>
</tr>
</tbody>
</table>

Favorable (Unfavorable)
Goal #3: Be financially responsible and transparent

Actual vs. Budget Capital Spending
(current month actual figures are estimated)
Goal #4: Increase public awareness about Mesa Water® and about water

Web Site Information

<table>
<thead>
<tr>
<th>Web Site Information</th>
<th>July 2016</th>
<th>August 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Visits to the web site</td>
<td>6,306</td>
<td>6,241</td>
</tr>
<tr>
<td>Unique visitors (First time to the site)</td>
<td>3,309</td>
<td>3,276</td>
</tr>
<tr>
<td>Average per day</td>
<td>203</td>
<td>201</td>
</tr>
<tr>
<td>Average visit length</td>
<td>2 minutes, 21 seconds</td>
<td>2 minutes, 15 seconds</td>
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<td>Board Meetings</td>
<td>Board Biographies</td>
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<td>NEW Shaded Division Map</td>
<td>all-job-class-salary-range.pdf</td>
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<td>Suggest Irrigation Schedule</td>
<td>NEW Shaded Division Map</td>
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Total visits since June 1, 2002 1,129,007

Water Vending Machine Information

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## Goal #5: Attract and retain skilled employees

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Goal #6: Provide outstanding customer service

Customer Calls

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<th>Call Type</th>
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<th>YTD Weekly Average</th>
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<td>Service Requests</td>
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<td>High Bill</td>
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<td>Payments</td>
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<td>Late Fee</td>
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<td>On-Line Bill Pay</td>
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<td>Water Pressure</td>
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<td>No Water</td>
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<td>Water Waste</td>
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<td>Other (District info. other utility info. etc.)</td>
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<td>576</td>
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<td>Rate Increase</td>
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<td>Fluoridation</td>
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Online Bill Pay Customers

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<td>206</td>
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REPORTS AND INFORMATION ITEMS:

17. DIRECTORS' REPORTS AND COMMENTS:
DIRECTORS’ REPORTS (AB 1234) PER CA GOVERNMENT CODE SECTION 53232.3 (d)

In accordance with CA Government Code 53232.3 (d), the following report identifies the meetings for which Mesa Water Directors received expense reimbursement.

### James F. Atkinson

<table>
<thead>
<tr>
<th>Reimbursement Date</th>
<th>Description, Date</th>
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<tbody>
<tr>
<td>08/11/16</td>
<td>OCWD Board Meeting, 6/15</td>
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<tr>
<td>08/11/16</td>
<td>Chamber Meeting, 6/16</td>
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<td>08/11/16</td>
<td>OCWD Board Meeting, 7/6</td>
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<td>08/11/16</td>
<td>Meeting w/General Manager, 7/25</td>
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<td>08/11/16</td>
<td>OCWD Board Meeting, 8/3</td>
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<td>WACO Meeting, 8/5</td>
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### Fred R. Bockmiller, Jr., P.E.

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<tr>
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<td>Meeting w/General Manager, 6/27</td>
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### Shawn Dewane

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<td>08/11/16</td>
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### James Fisler

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<td>ISDOC Quarterly Meeting, 6/30</td>
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### Ethan Temianka

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