

AUBURN AREA RECREATION
AND PARK DISTRICT

PROPOSAL IN RESPONSE TO RFP
FOR GENERAL LEGAL COUNSEL



Nicholaus W. Norvell
ATTORNEY AT LAW

nnorvell@meyersnave.com
916.556.1531
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July 8, 2016

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

475 MARKET ST., SUITE 2020
SAN FRANCISCO, CALIFORNIA 94105

302 WEST BROADWAY, SUITE 400
SAN DIEGO, CALIFORNIA 92101

555 FIFTH STREET, SUITE 120
SANTA ROSA, CALIFORNIA 95403

July 6, 2016

Via FedEx

Auburn Area Recreation and Park District
471 Maidu Drive, Ste. 200
Auburn, CA 95603

Re: Legal Services RFP – Cover Letter/Letter of Interest/Transmittal Letter

To the Legal Review Committee and the Board of Directors:

On behalf of Meyers Nave and as Chair of the firm's Municipal and Special Districts Law Practice Group, I am pleased to submit our attached proposal to serve as General Counsel to the Auburn Area Recreation and Park District. As a firm of more than 60 public law attorneys serving dozens of California public agencies, Meyers Nave has more than sufficient experience, capacity and flexibility to take on the role of General Counsel for the District.

The District would be the primary client for our proposed General Counsel, Meyers Nave associate attorney Nicholaus Norvell, who has worked with a number of public agency clients in California, including the City of Citrus Heights, the Truckee Sanitary District, the City of Pittsburg, the Mark Twain Health Care District, the Northern California Power Agency, and the Rolling Hills Community Services District.

Based in Meyers Nave's Sacramento office, Nick can attend District meetings as needed, whether in person, by phone, or by video, and be routinely accessible to the District as needed by telephone and email. With our firm's experience in serving as city attorney and general counsel to dozens of California public agencies, we have developed very successful models and practices for the provision of contract counsel services. Many of these relationships have spanned decades—a fact that testifies to the quality of our work and our commitment to clients.

Nick Norvell will be the contact person for this proposal. His contact information is:

Meyers Nave
Nicholaus Norvell, Attorney at Law
555 Capitol Mall, Suite 1200
Sacramento, CA 95814

Tel 916.556.1531 | Fax 916.556.1516
nnorvell@meyersnave.com

Our firm's main office is located at 555 12th Street, Suite 1500, Oakland, CA 94607.

Auburn Area Recreation and Park District
July 6, 2016
Page 2

Meyers Nave is a California professional law corporation. As a principal of the firm, the undersigned is authorized to contractually bind the business entity.

Transmittal Letter Requirements

We understand that the District seeks general legal counsel from a full-service firm with comprehensive knowledge of all aspects of law. Meyers Nave is committed to performing the requested work within the time period.

Consistent with the RFP, our proposal is a firm and irrevocable offer for a period of not less than 60 days from the date of submittal.

In sum, we believe our experience with public agencies throughout California makes Meyers Nave an excellent choice for the Auburn Area Recreation and Park District. We look forward to talking with you further regarding your specific issues and needs.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'JD Bakker', with a stylized flourish at the end.

John D. Bakker
Chair, Municipal and Special Districts Practice

2676935.1



Firm Organization/Credentials/Professional Experience

Meyers Nave is a full-service law firm focused on serving public agencies in California. Founded in 1986 in the San Francisco Bay Area, we now have 150 employees in six offices around the state, from which we serve as the City Attorney for 19 California cities and as General Counsel to over 40 special districts and joint powers authorities.

We also serve as special counsel to more than 300 public agencies in California. A key reason is that Meyers Nave has more than 60 attorneys who are highly experienced in representing public agencies in all legal areas, including general governance, public records, public contracts, eminent domain, labor and employment law, public finance and taxation issues, elections law, land use and environmental law, litigation and more.

The firm’s dedication to, and fluency in, public agency law enables us to cut to the core of matters quickly. For our clients, this translates into efficient, cost-effective results. We have decades of experience in drafting and evaluating contracts of many kinds, as well as experience crafting ordinances and resolutions to fit the needs of a wide variety of public agencies.

California Public Agency Expertise

From day-to-day operations to long-term policy issues, we represent clients in all matters affecting local governance and decision-making. Advising on the Brown Act, the California Public Records Act, conflicts of interest, and the public contracting process is a daily part of our practice. We have the background to answer most questions quickly, the instincts to know when to dig deeper, depending on what the circumstances warrant, and the understanding of real world implications.

Our successful counsel is exemplified by the recognition our attorneys have received from the Daily Journal, the National Bar Association, and other organizations. We have been recognized as “Top Municipal Lawyers,” “Top Women Lawyers,” “Land Use Leaders,” “Top Labor and Employment Lawyers,” and “Top 100 Lawyers in California.” As our client, all of this knowledge and experience can be tapped to benefit the Auburn Area Recreation and Park District.

FIRM PRACTICE AREAS
MUNICIPAL & SPECIAL DISTRICT LAW
CONSTRUCTION & FACILITIES
CRISIS MANAGEMENT: PUBLIC POLICY, ETHICS AND INVESTIGATIONS
ECONOMIC DEVELOPMENT, REAL ESTATE & AFFORDABLE HOUSING
EMINENT DOMAIN & INVERSE CONDEMNATION
ENVIRONMENTAL LAW
FIRST AMENDMENT LAW
LABOR & EMPLOYMENT
LAND USE
LITIGATION
CLIMATE CHANGE & GREEN INITIATIVES
PUBLIC CONTRACTS & CONSTRUCTION
PUBLIC FINANCE
PUBLIC POWER & TELECOMMUNICATIONS
TRANSPORTATION & INFRASTRUCTURE
WRITS & APPEALS

Specific Firm Experience

As attorneys with a passion for public law and public service, we appreciate the opportunity to focus on the areas of law we love while helping our public agency clients achieve their policy goals with greater efficiency and cost-effectiveness. And as a full-service law firm, Meyers Nave can provide legal services in more specialized areas of law if a complex issue arises.

General Counsel

Within the public agency arena, special districts are a unique breed. Our attorneys help clients form and operate special districts that provide both single and multiple services in areas such as fire protection, water, sewer, park and recreation, health care, libraries, and security services. Typically we serve as general counsel, providing legal guidance based on a well-grounded understanding of our clients' unique needs. Our attorneys also provide expertise in areas such as: fees and assessments, election law, conflicts of interest, public works contracting, employment issues, and real property acquisition.

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 special districts, school districts, cities, counties, successor agencies, transit districts and joint powers authorities.

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 and webinars to local government organizations, such as the California Special Districts Association, as well as numerous AB 1234 trainings.

Parks and Recreation Agencies

Our experience with parks and recreation agencies includes serving as counsel to clients including the East Bay Regional Park District, a special district in the Bay Area that includes 65 parks and over 1,250 miles of trails located across 120,536 acres of protected open space. Over our decade-plus relationship with EBRPD, we have provided legal services on matters including bond measures, ground leases, human resources advice and investigations, labor negotiations, and litigation.

Meyers Nave has also counseled a number of cities on the development of parks and recreation facilities and programs. We have assisted cities in securing funding for parks and recreation projects by the establishment of development impact fees, and the imposition of Quimby Act and park rehabilitation fees.



Public Contracts and Construction

We negotiate, draft and counsel our clients on a broad range of agreements. We are well versed in the California Public Contracts Code, California Civil Code and other state laws relating to contracting. In addition, we have worked with business groups and Chambers of Commerce on projects of mutual interest as well as negotiated many agreements among public agencies for joint use and operation of their facilities to best serve the interests of our clients and their communities. We have protected our clients by negotiating clear language, obtaining supporting documents such as indemnification and insurance certificates and endorsements, and coordinating with governing boards and staff to make sure that proposed resolutions and contracts meet stated goals.

In connection with capital improvement programs involving new construction and renovations, we represent special districts, cities and counties. We have advised clients on all aspects of planning, procurement, design, construction, administration, completion, closeout, dispute resolution and complex litigation on public works projects varying from small, general projects up to megaprojects such as airports, hospitals, and seaports.

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. We have guided numerous clients in developing and revising department and agency-wide personnel rules and policies. We have also provided trainings in the full spectrum of labor and employment law, including to boards and councils, key management personnel or all employees, depending on the agency's needs.

Environmental and Land Use Law

The Meyers Nave land use and environmental team is a multi-disciplinary group of attorneys with specialized expertise in land use litigation, transactional land use, climate change and a broad spectrum of environmental issues. Working collaboratively, we provide full legal services at every stage of a land use project. We help our clients navigate through the many complex land use laws and regulations, including, but not limited to, the California Environmental Quality Act (CEQA); the National Environmental Protection Act (NEPA); the California Climate Solutions Act (AB 32); planning, zoning and subdivision laws; natural resource protection laws (Clean Water Act, Coastal Act, etc.); and the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), among other land use and environmental laws.

Auburn Area Recreation and Park District Proposal for General Counsel Services



Litigation

Meyers Nave's trial and litigation team is well-versed in complex, high-stakes lawsuits, having championed public agencies' rights in many contentious, publicly scrutinized matters. One current example is the City of Los Angeles in what is believed to be the largest ADA class action litigation ever prosecuted in the state. Our comprehensive knowledge of public agency law proves critical to our successful defense of public entities on the multiple fronts of high-stakes cases. We are also familiar with the plaintiff's table, and take on the prosecution of any number of matters for our clients, such as recoupment of fees for loan default and property damage.

Real Estate

We draft and negotiate the full spectrum of contracts from small projects—single parcels and rehabilitation of existing structures—to large and complex developments that involve multiparty, multi-parcel, and multi-phased projects. These include purchase and sale agreements, ground leases, commercial leases, and loan and financing documents including loan agreements, promissory notes, and financing documents related to the use of state and federal funds and tax credits. We have negotiated tax sharing, pass-through agreements and cooperative agreements between different public agencies.

Project Team

Our proposed General Counsel for the Auburn Area Recreation and Park District is Nicholaus Norvell, an attorney based in Sacramento who focuses on Municipal and Special District Law.

To serve as backup General Counsel, we propose Ruthann Ziegler, a founding principal of Meyers Nave's Sacramento office with more than 30 years of experience in public law. Biographies including their educational and licensure information are attached.

Nicholaus W. Norvell



Over the last several years, Nick has worked for a number of Meyers Nave clients including:

- the Rolling Hills Community Services District, which Nick serves as lead general counsel;
- the cities of Pittsburg and Citrus Heights, each of which our firm serves as City Attorney;
- the Northern California Power Agency and the Truckee Sanitary District, which we serve as General Counsel; and
- the Camarillo Health Care District and the Mark Twain Health Care District, which we also provide with General Counsel services.

Auburn Area Recreation and Park District Proposal for General Counsel Services



Nick advises clients on the full range of legal issues they encounter, including the Ralph M. Brown Act, Public Records Act, Political Reform Act, public contracting, and general law issues. He brings a comprehensive understanding of public law, with particular expertise in general counsel matters, public records and public contracts.

Nick has counseled clients on and drafted a broad range of agreements, drawing on his knowledge of the California Public Contracts Code, California Civil Code and other state laws relating to contracting. He protects clients by negotiating clear language, obtaining supporting documents such as indemnification and insurance certificates and endorsements, and coordinating with governing boards and staff to make sure that proposed resolutions and contracts meet stated goals.

For real estate transactions, Nick is well-versed in drafting and negotiating the required contracts, including purchase and sale agreements, ground leases, commercial leases, and loan and financing documents including loan agreements, promissory notes, and financing documents related to the use of state and federal funds and tax credits.

Nick is also an integral member of the firm's California Public Records Practice Group, which is led by our proposed backup General Counsel, Ruthann Ziegler. This team has handled thousands of Public Records Act requests for cities, counties, special districts, school districts, successor agencies, transit districts and joint powers authorities. Requests have covered a broad range of public agency concerns, from multimillion-dollar modular construction projects to access to employee records.

Prior to joining Meyers Nave, Nick served as a law clerk for the U.S. Office of Government Ethics in Washington, D.C., and as a judicial extern for the U.S. District Court for the Southern District of California. In these roles, he gained invaluable experience with the intricacies of public law and the litigation process.

While in law school at the University of San Diego, Nick served as the Editor-in-Chief of the *San Diego Law Review*. He graduated magna cum laude and was also recognized with awards for his legal research and writing, as well as corporate law.

Ruthann G. Ziegler

Ruthann currently serves as city attorney and general counsel for several cities and special districts in Northern California. Among other clients, she has served as City Attorney of Citrus Heights since its incorporation in 1997 and as General Counsel for the Truckee Sanitary District since 1986.





In addition, Ruthann is part of the General Counsel team for the Northern California Power Agency and has provided training for the California Special Districts Association, most recently on the subjects of AB 1234 (ethics), conflicts of interest and the Brown Act.

In litigation matters, Ruthann successfully defended the City of Sacramento, emergency ambulance service providers, and the 911 Sacramento area regional communications center in federal court litigation challenging the right of those defendants to provide emergency ambulance transport. The lawsuit also resulted in plaintiffs paying damages to the City of Sacramento in the amount of \$850,000.

Ruthann was named to *Sacramento Magazine's* list of "Top Lawyers" in the State, Local & Municipal section in 2015, as well as Martindale-Hubbell's "Register of Top Rated Lawyers: Women Leaders in the Law" in 2013. In 2011, the *Daily Journal* selected Ruthann as one of California's "Top 25 Municipal Lawyers" and "Top 25 Corporate and Transactional Women Lawyers." Also in 2011, the League of California Cities selected Ruthann to serve on the City Attorney Department's new Ad Hoc Medical Marijuana Committee to inform public agency representatives about this emerging area of law.

Firm Resources

With our firm's experience in serving as general counsel to dozens of California public agencies, we have developed very successful models and practices for the provision of contract counsel services. Many of these relationships have spanned decades—a fact that testifies to the quality of our work and our commitment to clients. Our proposed General Counsel, Nick Norvell, can attend District meetings as needed, whether in person, by phone, or by video, and be routinely accessible to the District as needed by telephone and email.

In addition, having served public agencies for as long as we have, we have seen, researched and dealt with many of the issues our clients face. Our broad and comprehensive perspective benefits our clients. When our client faces a difficult challenge, our firm can handle the issue immediately. When our client has a routine question, we often can rely on past work that allows us to respond both economically, efficiently and expertly.

Value-Added Services

We offer opportunities throughout the year for clients to attend complimentary webinars and live seminars on such public law topics as ethics, human resources, the Brown Act and the Public Records Act. Recently, we held webinars on handling bid protests, bidding irregularities and subcontractor issues, and social media in the workplace. Our firm's complimentary webinars often address significant changes in the public law landscape, with hundreds of public

Auburn Area Recreation and Park District
Proposal for General Counsel Services



agency staff and attorneys in attendance. Meyers Nave also regularly sends e-alerts to clients regarding new developments on breaking legal news, as summarized by our attorneys.

Furthermore, we can provide the District various template agreements and short-form contracts, requiring 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 District. 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.

Financial/Insurance

Engaging a legal team that you can rely on is absolutely crucial in this modern day litigious environment and challenging fiscal climate. Meyers Nave attorneys have seen, researched and dealt with many of the issues our clients face. This experience gives us a broad and comprehensive perspective on the challenges encountered by public entities. It also results in more expedient results.

Meyers Nave proposes the following hourly rates, which are our standard rates for public agencies.

	Rates
General Counsel Services	Associate: (Nicholaus Norvell) \$250 per hour Principal: (Ruthann Ziegler) \$325 per hour
Special Counsel Services	\$230-\$375 per hour depending on experience and specialization
Paralegal Services	\$150-\$190 per hour

Meyers Nave will not charge for office support services, including word processing and facsimile charges. We propose to charge the costs of mileage, photocopying, postage, and any third-party expenses, such as expert witness fees, deposition and court reporter fees, and electronic legal research.

Mileage	Current IRS rate per year
Photocopy	\$0.25 per page
Postage	Current USPS rate
Third-Party Expenses	Actual costs



Malpractice Insurance

Please see the insurance certificate attached at the end of this proposal for details regarding our coverage.

Client References

Perhaps the best assurances we can offer regarding our ability to deliver quality work on time and cost-effectively are our decades of experience, our leadership in the field of public law, and the references of our satisfied clients.

Rolling Hills Community Services District
Chaney Hicks, General Manager
P.O. Box 5266, El Dorado Hills, CA 95762
Telephone: (916)235-8671; Email: rollinghillscsdgm@gmail.com
Scope of Work: General Counsel services

City of Pittsburg
Joe Sbranti, City Manager
65 Civic Avenue, Pittsburg, CA 94565
Telephone: (925) 252-4850; Email: JSbranti@ci.pittsburg.ca.us
Scope of Work: City Attorney services

City of Citrus Heights
Henry Tingle, City Manager
7927 Auburn Boulevard, Citrus Heights, CA 95610
Telephone: (916) 725-2448; Email: HTingle@citrusheights.net
Scope of Work: City Attorney services

Truckee Sanitary District
Blake Tresan, General Manager
12304 Joerger Drive, Truckee, CA, 96161
Telephone: (530) 587-3804; Email: BTresan@truckeesan.org
Scope of Work: General Counsel services

Camarillo Health Care District
Kara Ralston, Chief Executive Officer
3639 E. Las Posas Road, Suite 117, Camarillo, CA 93010
Telephone: (805) 388-1952; Email: KRalston@camhealth.com
Scope of Work: General Counsel services



Transmittal Letter

The items requested for the signed transmittal letter are provided in our cover letter, located at the beginning of this proposal.

License to Practice in California

All Meyers Nave attorneys are properly licensed to practice in California.



Nicholaus W. Norvell
Associate

555 Capitol Mall, Suite 1200
Sacramento, California 95814

T: 916.556.1531
F: 916.556.1516
nnorvell@meyersnave.com

Practice Groups

California Public Records Act

Municipal and Special District Law

Public Contracts

California Bar Number

293217

Education

University of San Diego School of Law, JD,
magna cum laude, 2013

Wesleyan University, BA, Government,
with honors, 2007

Nicholaus Norvell is an associate with the Municipal and Special District Law, California Public Records Act, and Public Contracts Practice Groups, advising clients on the full range of legal issues they encounter, including the Ralph M. Brown Act, Public Records Act, Political Reform Act, public contracting, and general law issues. Nicholaus brings a comprehensive understanding of public law, which he uses to counsel his public entity clients in all areas of public law, with particular expertise in elections law, public records and government ethics. He currently serves as General Counsel for Rolling Hills Community Services District.

Prior to joining Meyers Nave, Nicholaus served as an intern for the ACLU of San Diego and Imperial Counties and as a law clerk for the U.S. Office of Government Ethics in Washington, D.C. In these roles, he gained invaluable experience with the intricacies of public law.

While in law school, Nicholaus served as the Editor-in-Chief of the *San Diego Law Review*.

Professional and Community Affiliations

- Member, The State Bar of California
- Member, American Bar Association, State and Local Government Section
- Board Member, SacLEGAL, Sacramento's LGBT Bar Association

Presentations and Publications

- Presenter, "Staying in Compliance: Understanding Fundamental Laws," California Special Districts Association (CSDA) workshop, 2016
- Co-Author, "Ruling was Victory for Public Agencies," *The Daily Journal*, March 2016

- Co-Author, “Impact of Public Records Initiative Uncertain,” *The Daily Journal*, July, 2014
- Co-Author, “Public Officials’ Private Emails *not* Public Records,” *The Daily Journal*, April, 2014
- Author, “Transition Relief for Tax Reform’s Third Rail: Reforming the Home Mortgage Interest Deduction After the Housing Market Crash,” 49 *San Diego Law Review* 1333

Honors and Awards

- Member, Order of the Coif
- Best Petitioner Brief, Paul A. McLennon, Sr. Moot Court Competition, 2012
- Honors, Lawyering Skills I (Legal Research & Writing), Lawyering Skills II (Trial Advocacy)
- Recipient, CALI Award for Highest Grade in Corporations, Complex Litigation



Ruthann G. Ziegler
Principal

555 Capitol Mall, Suite 1200
Sacramento, CA 95814

T: 916.556.1531
F: 916.556.1516
rziegler@meyersnave.com

Practice Groups

California Public Records Act

Municipal and Special District Law

Public Contracts

Public Power and Telecommunications

California Bar Number
88854

Education

University of California at Davis, JD

Yale University, BA

Practicing Since: 1979

Ruthann Ziegler is a founding Principal of Meyers Nave's Sacramento office and has more than 30 years of experience in public law, representing municipalities and special districts. She serves as Chair of the firm's California Public Records Act Practice Group.

In addition to her leadership role in the firm, Ruthann maintains an active legal practice. She represents clients in all matters affecting local governance and decision-making, from day-to-day operations to long-term policy issues. She advises clients on issues such as rate setting, public contracts and bidding, land use, and environmental issues, as well as the Brown Act, Public Records Act, and Subdivision Map Act.

Ruthann currently serves as city attorney and general counsel for several cities and special districts in Northern California. She has served as City Attorney of Citrus Heights since its incorporation in 1997 and has worked with several municipal incorporation committees. Her other clients have included public utility districts, community services districts, healthcare districts, fire districts, water districts and joint powers agencies.

Ruthann frequently speaks before attorneys, associations of special districts, municipal law organizations and other groups. Topics on which she regularly presents include the Brown Act, AB 1234, the California Public Records Act, conflicts of interest/FPPC Form 700, medical marijuana regulation, and land use issues. Ruthann's specialty expertise regarding public records was featured in two presentations she recently provided in the pioneering and highly controversial field of law enforcement's use of surveillance and data collection technologies, such as police body cameras, license plate readers, global positioning systems and stingray phone trackers.

Ruthann's public law expertise has earned her recognition in Sacramento Magazine's 2015 and 2016 lists of the "Top Lawyers" in the State, Local and Municipal Law category, as

well as being selected to the 2016 Northern California Super Lawyers list. She has also earned recognition for her leadership in the profession from Martindale-Hubbell, which selected her to its “Register of Top Rated Lawyers: Women Leaders in the Law” in 2013. In 2011, the *Daily Journal* selected Ruthann as one of California’s “Top 25 Municipal Lawyers” and “Top 25 Corporate and Transactional Women Lawyers.”

Also in 2011, the League of California Cities selected Ruthann to serve on the City Attorney Department’s new Ad Hoc Medical Marijuana Committee to inform public agency representatives about this emerging area of law.

Published Decisions

- *Placer County Local Agency Formation Commission v. Nevada County Local Agency Formation Commission, et al.*, 135 Cal.App.4th 793, 37 Cal.Rptr.3d 729 (2006)
- *County of San Bernardino v. City of San Bernardino et al.*, 15 Cal.4th 909, 64 Cal.Rptr.2d 814 (1997)

Cota Cole LLP

A T T O R N E Y S

Dennis M. Cota
Derek P. Cole
Scott E. Huber
Daniel S. Roberts
Carolyn J. Frank
Daniel A. King
Karen A. Feld
Barbara A. Keough
Sean D. De Burgh
Ronald J. Scholar

William R. Galstan
Kathryn L. Patterson
David G. Ritchie
Samantha L. Chen
Elizabeth M. Perez
Ross W. Tucker

Ronald J. Scholar
rscholar@cotalawfirm.com

REPLY TO:
 ROSEVILLE MONTEREY
 ONTARIO

July 5, 2016

VIA OVERNIGHT MAIL

Auburn Area Recreation and Park District
Attn: Legal RFP
471 Maidu Drive, Suite 200
Auburn, California 95603

Re: Response to Request for Proposals for Legal Services – Auburn Area Recreation and Park District (“ARD”)

Dear Sir or Madam:

Cota Cole LLP is pleased to submit our statement of qualifications and proposal for Legal Services in response to the Auburn Area Recreation and Park District’s Request for Proposals. Our firm’s attorneys and staff have a wealth of experience in representing special districts and are qualified to handle all matters set forth in the Request for Proposals. Established in 2007 to provide legal services to public agencies like ARD throughout the state, Cota Cole features an impressive team of attorneys and professional staff who have experience representing public agencies, including special districts, in a wide variety of matters.

If selected to provide legal services to the District, the firm proposes that I serve as lead attorney. I am a partner with the firm and while Cota Cole may be new to the District, it has been my privilege to enjoy a long and productive relationship providing legal advice and counsel to the District and it is my hope to continue to do so for years to come. In addition to myself, Cota Cole is well experienced in the unique issues faced by special districts. Detailed information about myself, as well as the entire proposed attorney team, can be found within the proposal.

Questions regarding our response may be directed to my attention. I can be reached by phone at (916) 787-7528 (direct dial), or by email at rscholar@cotalawfirm.com. I am fully authorized to represent our firm in any negotiations, respond to any questions proposed by the District, or execute any documents. This proposal is a firm and irrevocable offer that is valid for sixty (60) days from the proposal due date.

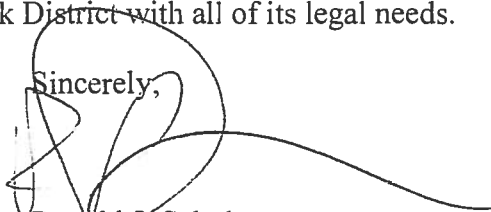
{DPC/00044872. }



Auburn Area Recreation and Park District
July 5, 2016
Page 2

Thank you for your consideration of our response. We hope to have the opportunity to assist the Auburn Area Recreation and Park District with all of its legal needs.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ronald J. Scholar', with a long horizontal flourish extending to the right.

Ronald J. Scholar
COTA COLE LLP

Enclosures: Three (3) bound and one (1) unbound Proposal for Legal Services

Cota Cole_{LLP}

A T T O R N E Y S

PROPOSAL FOR LEGAL SERVICES TO THE AUBURN AREA RECREATION AND PARK DISTRICT



Roseville

2261 Lava Ridge Court
Roseville, CA 95661
Phone: 916-780-9009
Fax: 916-780-9050

Ontario

3401 Centrelake Drive
Suite 670
Ontario, CA 91761
Phone: 909-230-4209
Fax: 909-937-2034

Monterey

19 Upper Regsdale Drive
Suite 200
Monterey, CA 93940
Phone: 831-275-1870
Fax: 916-780-9050

TABLE OF CONTENTS

SECTION	TITLE	PAGE
1	Firm Qualifications	1
	Firm Background.....	1
	Municipal Experience and Training.....	2
	General Municipal Matters	2
	Parks and Recreation	
	Brown Act, Conflicts of Interest, the Public Records Act	
	Contracts and Agreements	
	Land Use, CEQA, and Other Environmental Issues	
	Preparation of Ordinances, Resolutions, Orders, and Other Written Memoranda	
	Personnel, General Liability, and Employee Relations	
	Litigation Success.....	3
2	Proposed Project Team	5
3	Compensation, Reimbursement, and Risk Transfer	9
	Insurance	
4	Public Agency Clients and Potential Conflicts	11
5	References	14

MUNICIPAL EXPERIENCE AND TRAINING

Cota Cole's specialists in land use, environmental law, public works, real estate, labor relations, Proposition 218, and municipal law and procedure will be available to the District, alleviating the need to hire outside counsel. Below are just a few of the areas in which Cota Cole attorneys may provide assistance to the District.

GENERAL MUNICIPAL MATTERS

Recreation and Parks

The firm is presently the general counsel for the Arcade Creek Recreation and Park District. The firm has handled many types of services for this district, including advice on labor and employment matters, real property transactions, and a number of other matters.

Brown Act, Conflicts of Interest, the Public Records Act

Given our work with cities, counties, and special districts, we routinely advise and provide training on matters including the Brown Act, public ethics training requirements, conflicts of interest, and public records laws. We provide AB 1234 training at no cost for clients.

Our municipal attorneys have also spent hundreds of collective hours advising clients in public meetings and many more hours advising agency management, department heads, and public safety officers on the myriad of laws they must apply or enforce. For example, we have just completed a review and update of the revised FPPC gift regulations. We keep clients up to date via website and blog postings about current topics and decisions that affect them, such as a recent Attorney General opinion regarding technical problems with agenda website postings.

Contracts and Agreements

Attorneys at Cota Cole have a wealth of experience negotiating, drafting, and enforcing agreements. Our attorneys would be able to provide the District full legal counsel at all stages of contract negotiations, from inception through the final stages of contract drafting and acceptance, and for any type of contract the District would require. Cota Cole attorneys will be able to provide all necessary advice regarding wage requirements and the application of any local, state, or federal contracting laws.

Land Use, CEQA, and Other Environmental Issues

Cota Cole represents clients in all aspects of land use and environmental law. The scope of our experience includes advice and representation on local general plan and zoning requirements, CEQA, air quality, and water quality.

Personnel, General Liability, and Employee Relations

Our firm has advised our public agency clients on all aspects of employee relations, up to and including employee separation and discipline, Skelly hearings, and employee arbitrations. Some of our attorneys have also been retained by our regular clients and by outside clients to conduct personnel investigations and handle employee discipline matters involving police and fire personnel.

When necessary, and as described below, we have successfully defended public agencies in administrative proceedings and litigation filed by employees. For example, we successfully concluded a federal ADA mediation for a large park district client, revised several district personnel policies to include updates to FMLA and California sick leave provisions, and successfully defended an employer against unfair practice charges before PERB.

Several Cota Cole LLP attorneys also have extensive contract negotiating experience. These attorneys are able to provide full legal counsel at all stages of contract negotiations, from inception through the final stages of contract (MOU) drafting and acceptance, during impasse, in mediation, and during fact-finding proceedings. We have successfully resolved issues such as disputes regarding recognition and unfair labor practice allegations with all types of bargaining groups and labor organizations, both informally and through formal processes. Recently our attorneys successfully resolved a multi-bargaining unit, multi-union dispute in settlement negotiations prior to a hearing before the Public Employment Relations Board on exceptions filed to a proposed decision.

LITIGATION SUCCESS

Cota Cole LLP has successfully advocated for clients in a wide range of litigation matters on behalf of municipalities, including complex environmental litigation, contract disputes, general government tort liability, management-side labor issues, civil rights cases, and constitutional matters. We have a demonstrated record of obtaining favorable results for our clients, whether through dispositive motions, alternative dispute resolution, or following bench or jury trials.

At the inception, and throughout the pendency, of each litigation matter we are assigned to handle, we evaluate the case with our client, including a review of anticipated risk/exposure, projected expenses, and likelihood of a favorable outcome. If at any point in the course of litigation the risk and expense favor pursuit of settlement, the District will be immediately advised via a written evaluation and recommendation. At Cota Cole, we evaluate "costs" as including factors other than just financial impact on the District, as we take into consideration issues of precedent, policy, politics, employee morale, and other factors that the District should weigh before deciding to pursue ongoing

litigation or settlement. Once presented with the liability/cost evaluation, the firm is prepared to follow the District's direction.

Proposed Project Team

PROPOSED ATTORNEY	POSITION
Ronald J. Scholar	District General Counsel
Derek P. Cole	Assistant District General Counsel
David G. Ritchie	Labor Specialist
Samantha L. Chen	Associate

RESUMES FOR PROPOSED LEGAL TEAM

Ronald J. Scholar (Bar No. 187948, admitted 1998; Georgia Bar, admitted 1993). A partner in the firm's Roseville office, Ronald J. Scholar brings over 20 years of experience in the representation of public entity clients, including the Auburn Area Recreation and Park District. Mr. Scholar's expertise is in providing advice and counsel to, and litigating on behalf of, public agencies in matters involving employment law and general public agency matters.

A skilled trial attorney, Mr. Scholar brings the same focus and attention to detail from his trial practice to advising public agency clients as he assists them in navigating the myriad of laws and regulations and resolving disputes relating to public agencies. This includes matters involving access to public records, open meeting requirements, employee investigations and discipline, discrimination and harassment in the workplace, employee privacy, use of social media in the workplace, evaluation and litigation of matters involving dangerous conditions of public property and the intersection of employee civil rights and legitimate needs of the public employer.

Mr. Scholar recently joined Cota Cole after 11 years with Kronick, Moskovitz, Tiedemann & Girard where he was a shareholder and represented the Auburn Area Recreation and Park District and numerous other public agencies in employment, liability, and litigation matters. From 1998 to 2005, Mr. Scholar was a partner at Angelo, Kilday and Kilduff where he specialized in representing public entities in all manner of litigation. Prior to that Mr. Scholar was a Public Defender in Atlanta Georgia where he represented indigent defendants in criminal matters at trial and on appeal.

Education: Mr. Scholar graduated from the Santa Clara University School of Law in 1993. At Santa Clara, Mr. Scholar was an Emery Scholarship recipient and a member of the Moot Court Honors Board. Prior to attending law school, he

graduated with honors from the University of California-Santa Barbara in 1993 with a Bachelor of Arts degree in Sociology.

Derek P. Cole (Bar No. 204250, admitted 1999). Derek Cole is a partner in the Roseville office of Cota Cole. Mr. Cole has extensive public law experience. He serves as City Attorney for the Cities of Oakley, Sutter Creek, and Angels Camp, and previously served as County Counsel for the County of Trinity (2008-2013). Mr. Cole also serves as General Counsel to the Arcade Creek Recreation and Park District.

Mr. Cole co-founded Cota Cole & Associates (reorganized as Cota Cole LLP) with Dennis Cota in January 2007. Between 2004 and 2007, Mr. Cole worked in the Sacramento office of the statewide law firm, Best Best & Krieger LLP, where his practice focused on municipal and environmental litigation. Between 1999 and 2004, Mr. Cole was an associate attorney at Taylor & Wiley, a Sacramento firm, where his practice focused on land use entitlements and environmental compliance.

Mr. Cole was named as a "Rising Star" in the 2013 and 2014 editions of Northern California Superlawyers magazine, and was honored by the Sacramento Business Journal in 2014 with a "Best of the Bar" award. Between 2003 and 2005, Mr. Cole taught legal writing and research to first-year students at McGeorge School of Law. From 1999-2003, he taught Appellate Advocacy at McGeorge.

Education: Mr. Cole graduated with distinction from the University of the Pacific, McGeorge School of Law. At McGeorge, Mr. Cole was admitted to the Order of the Coif, Order of Barristers, and Traynor Honor Society. He was also a member of the Editorial Board of the McGeorge Law Review and published two student comments in that journal. Prior to attending law school, he graduated from the University of California-Santa Barbara in 1996 with a Bachelor of Arts degree in Law and Society.

David G. Ritchie (CA Bar No. 283303, admitted 2012). Mr. Ritchie has more than 14 years of experience in Public Sector Labor and Employment involving cities, counties, and special districts in California and federal agencies. His expertise includes collective bargaining, employee discipline proceedings, and regulatory compliance. In addition, his experience includes appeals, both at arbitration and before administrative law agencies including issues involving peace officers and firefighters.

Mr. Ritchie has successfully handled Labor cases before the Public Employment Relations Board, the Federal Labor Relations Authority, and the Federal Services Impasses Panel. He is experienced in leading negotiations and meet-and-confer deliberations pursuant to the Meyers-Milias-Brown, Federal Labor Relations, and Trial Court Employment Protection and Governance Acts. In employment

matters, Mr. Ritchie handles workplace investigations, employee discipline appeals through arbitrations, and hearings before the State Personnel Board, Office of Administrative Hearings, and the Federal Merit Systems Protection Board.

In addition to his client representation work, Mr. Ritchie conducts training for public agencies on a variety of topics including Public Sector Negotiations, the Peace Officer/Firefighter Bill of Rights Acts, Public Sector Retirement Systems, and the Fair Labor Standards Act.

Education: Mr. Ritchie earned his LLM from Santa Clara University, and his Juris Doctorate from the University of Manitoba Law School. He earned his Bachelor of Arts degree from Bishop's University, Lennoxville, QC, Canada.

Samantha L. Chen (CA Bar No. 307155, admitted 2015). Ms. Chen is an associate in Cota Cole's Roseville office. During her tenure with the firm, Ms. Chen has worked on a wide variety of matters, including public law procedural and legal issues, labor and employment matters, general civil litigation, and business litigation. She is precise, dedicated, and resourceful.

Ms. Chen received her Juris Doctor in 2015 from the University of California, Davis School of Law. During law school, Ms. Chen served as an extern for the Honorable Troy Nunley at the U.S. District Court, Eastern District of California, and for the Honorable John Laettner of the Contra Costa Superior Court. Ms. Chen received her Bachelor of Science degree in Anthropology and Human Biology from Emory University in 2008, where she was on the Dean's List.

Ms. Chen is proficient in Cantonese Chinese, and has a basic understanding of Spanish. She has diverse interests and abilities, and a keen interest in education and providing educational opportunities to others, and has pursued this interest literally around the world.

From 2009 to 2010, Ms. Chen was a Fullbright English Teaching Fellow at the University of Macau in China. She taught reading, writing, and speaking skills to lower and intermediate-level English speakers, directed two English language festivals, facilitated weekly reading and discussion sessions for university administrative staff, and researched and interviewed subjects for a documentary on Southeast Asian domestic workers. During 2010 and 2011, she continued her educational work and community involvement by becoming a Youth Programs and Events Coordinator for Quincy Asian Resources, Inc. in Boston, Massachusetts, where she organized logistics for fundraising and cultural events attended by over 10,000 people, coordinated over 150 volunteers for festivals, directed bilingual work-study staff to provide information and referral services to community, ran the agency's Quincy High School immigrant mentoring and youth leadership programs, and drafted budgets, wrote grants, and solicited sponsorships for agency programs. While still in Boston, Ms. Chen became a teaching fellow for Year Up during 2011-

2012, and taught money management, leadership, and customer service skills to urban young adults. As part of that program, she developed the curriculum and coordinated student mentoring and tutoring programs, arranged for company executives to talk to students as part of a weekly speaker series, and co-facilitated a staff and student women's support group.

Education: Ms. Chen earned her law degree from the University of California, Davis School of Law, and her Bachelor of Science from Emery University.

All attorneys employed by Cota Cole LLP are licensed to practice law in the State of California.

Compensation, Reimbursement, and Risk Transfer

Cota Cole proposes providing all General District Counsel services under a straight hourly arrangement of \$240 for partners and \$210 for associates. (Effective Rates the firm charges to municipal clients vary from \$185 per hour to \$230 per hour)

The proposed fee structure and hourly rates are subject to further negotiation or revision, depending on the District's needs.

Cost Recovery: Cota Cole would bill to recover certain costs associated with our non-routine services or advanced on the District's behalf. These costs include:

Duplication/reproduction fees (50 copies or more)	Actual cost if performed by outside service; \$0.25/page if performed in-house
Travel to and from District headquarters	No charge for regular Board meetings and associated office hours
Vehicle travel for non-standard trips originating from District headquarters	Applicable IRS rate per mile x number of miles
Extraordinary postage or overnight delivery costs	Actual Cost
2.5% administrative fee in lieu of separate charges for all phone, fax and internet fees, as well as minor copy charges	Based on the amount of fees billed during the month

INSURANCE

Cota Cole maintains professional errors and omissions coverage through Lloyd's of London in the amount of \$5,000,000 per occurrence and in the aggregate. Cota Cole currently maintains Comprehensive General Liability ("CGL") coverage in the amount of \$1,000,000 per occurrence of bodily injury, personal injury, or property damage; automotive liability coverage in the same amount (coverage for which is provided under the firm's CGL policy); and workers' compensation liability coverage in the amount \$1,000,000 per accident. The firm will maintain coverage at or above required amounts for the

duration of legal services it provides the District. Should it be chosen, Cota Cole will add the District to its policies as an additional insured.

Public Agency Clients and Potential Conflicts

Cota Cole provides services to a number of public agencies. Below is information detailing the name of the agencies for which Cota Cole attorneys currently provide services, as well as the role in which those services are or were provided by members of the firm.

CITY CLIENTS AND SERVICES PROVIDED	COUNTY CLIENTS AND SERVICES PROVIDED
Angels Camp City Attorney	Humboldt Outside Litigation/Special Counsel
Antioch Interim City Attorney	Imperial Land Use/CEQA Special Counsel
Canyon Lake Outside Litigation/Special Counsel	Madera Outside Litigation/Special Counsel
Chowchilla City Attorney	Modoc Outside Litigation/Special Counsel
El Centro City Attorney	Riverside Outside Litigation/Special Counsel
Fontana Outside Litigation/Special Counsel	San Benito Outside Litigation/Special Counsel
Oakley City Attorney	San Joaquin Outside Litigation/Special Counsel
Ontario Outside Litigation/Special Counsel	
Oroville City Attorney	
Paramount Outside Litigation/Special Counsel	

Richmond Outside Litigation/Special Counsel	
San Bernardino Outside Litigation/Special Counsel	
Santa Ana Outside Litigation/Special Counsel	
Sutter Creek City Attorney	
Taft Outside Litigation/Special Counsel	
Ukiah Special Counsel	
Westminster Special Counsel	

OTHER PUBLIC AGENCY CLIENTS AND SERVICES PROVIDED

Arcade Creek Park and Recreation District	District Counsel
Big Bear Airport District	District Counsel
Del Puerto Health Care District	Labor Negotiations Counsel
Desert Recreation and Park District	District Counsel
Hesperia Recreation District	District Counsel
Inland Valley Development Agency	General Counsel
Jackson Valley Fire Protection District	District Counsel
Maria Montessori Charter Academy, Inc.	General/Litigation Counsel
Merced County Housing Authority	Labor Negotiations Counsel
Mojave Recycling Joint Powers Authority	General Counsel
Monterey Peninsula Airport District	District Counsel
Mountains Recreation & Conservation Authority	Citation Hearing Officer

Omnitrans	Litigation Counsel
Orange County Board of Education	Special Counsel
Sacramento Metropolitan Air Quality Management District Litigation/Special Counsel	Outside
San Bernardino International Airport Authority	General Counsel
Silverado-Modjeska Recreation and Park District	District Counsel
South Fork Irrigation District	District Counsel
Victor Valley Wastewater Reclamation Authority	Special Counsel
West San Gabriel Joint Powers Authority	Special Counsel

The firm also represents the Madera County Assessor in an action brought against the County Assessment Appeals Board that has resulted in the matter being remanded to the AAB.

A detailed conflict check procedure is in place firm-wide, and it has been determined that no potential conflicts of interest exist with the Auburn Area Recreation and Park District.

References

Below are public agency references for which services have been provided by members of our proposed attorney team within the last five years. The people listed below are those for whom this firm and our proposed team members have provided highly varied legal services and may attest to the depth of our knowledge, the nature of services rendered, and our firm's commitment to service. If you would like additional reference information, please let us know.

REFERENCE CONTACT INFORMATION		
Bryon Gustafson, Ph.D Chief of Police Stockton Unified School District 640 N. San Joaquin Street Stockton, CA 95202	Phone: Email:	(209) 933-7085 bgustafson@stocktonusd.net
Roger Blake Executive Director California Interscholastic Federation 4658 Duckhorn Drive Sacramento, CA 95834	Phone: Email:	(916) 239-4477 rblake@cifstate.org
Amy Gedney City Manager City of Sutter Creek 18 Main Street Sutter Creek, CA 95685	Phone: Email:	(209) 267-5647 agedney@cityofsuttercreek.org
Stephen F. Freher, CPRP District Administrator Arcade Creek Recreation and Park District 4855 Hamilton Street Sacramento, CA 95841	Phone: Email:	(916) 482-8377 sfraher@acrpd.com

ROBERT E. THURBON
Attorneys at Law, Inc.

Robert E. Thurbon

PLEASE RESPOND TO:
2377 Gold Meadow Way, Suite 100
Gold River, CA 95670

bthurbon@thurbonlaw.com

Sacramento Office:
2377 Gold Meadow Way
Suite 100
Gold River, CA 95670
Tel: (916) 636-1840
Fax: (916) 638-7530

July 8, 2016

Auburn Area Recreation and Parks District
Attn: Legal RFP
471 Maidu Drive, Suite 200
Auburn, CA 95603

Re: Transmittal Letter/Response to Request for Proposal for Legal Services

Dear Ms. Larson, Members of the Board of Directors and Legal Review Committee:

Transmitted with this letter is my proposal to provide general counsel services to the Auburn Area Recreation and Park District. I am licensed to practice law in California, a number of Federal District Courts and the Federal Court of Claims in Washington, D.C. I have carefully reviewed your request for proposal for legal services and offer my commitment to provide full legal services to the District, including but not limited to legal opinions, representing the District in all legal matters, assisting with parks and recreation matters, advising on and assisting with special district issues, human resources and personnel matters, reviewing documents and contracts as requested, preparing contracts and policies as necessary and responding to the District in a timely manner.

I carefully reviewed the requirements of submission of this proposal and accept the conditions contained in the request for proposal without exception or exemption. My proposal is a firm and irrevocable offer for sixty (60) days to serve as your general counsel. In addition to the original transmittal letter, cover letter and proposal, I have enclosed three copies and one unbound copy of the proposal as requested. I reserved July 28, 2016, at 6:00 p.m. in my calendar in the event you select me for further consideration and interview. Additionally, I am happy to provide any additional information you request or answer any questions in advance of the meeting that may be helpful to your evaluation.

Best Regards,



ROBERT E. THURBON

ROBERT E. THURBON
Attorneys at Law, Inc.

Robert E. Thurbon

PLEASE RESPOND TO:
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Gold River, CA 95670
Tel: (916) 636-1840
Fax: (916) 638-7530

July 8, 2016

Auburn Area Recreation and Parks District
Attn: Legal RFP
471 Maidu Drive, Suite 200
Auburn, CA 95603

Re: Proposal for Legal Services

Dear Ms. Larson, Members of the Board of Directors and Legal Review Committee:

The law office of Robert E. Thurbon, Attorneys at Law, Inc. proposes to provide general counsel services as set forth in the District's request for proposals.

I am interested in serving as your general counsel for a one (1) year period with an annual review by the District subject to termination by either party upon written notice. I will submit monthly invoices to the District for review by the District's legal review committee and allow the specified four to six weeks for payment. As a sole practitioner, I have prepared this proposal personally, and I will be the sole provider of services if selected, personally performing all services and personally representing the District in all legal matters. My practice is purposely limited in client base, focusing on small to moderate sized districts when serving as general counsel. I also accept limited individual engagements from time-to-time from larger agencies or my non-regular client base to provide specialized services such as civil litigation, predominately in complex personnel matters, construction contracts/projects, eminent domain and related matters.

I serve as the only attorney providing legal services on behalf of my clients and my office staff consists of Jennifer Adame, my legal secretary/assistant and Christopher Stewart, my file clerk and litigation document/records management clerk. The name, address and contact information for my firm is Robert E. Thurbon, Attorneys at Law, Inc. 2377 Gold Meadow Way, Suite 100, Gold River, California 95670; telephone (916) 636-1840; facsimile (916) 638-7530; emails bthurbon@thurbonlaw.com; jadame@thurbonlaw.com; cstewart@thurbonlaw.com.

General Information and Background

Prior to obtaining a law degree I served 13 years in law enforcement; ten years with the City of Fairfield, serving as a patrol officer, field training officer, special enforcement taskforce and a member of the special weapons and tactics (SWAT) team. I spent three years as a deputy sheriff for Kootenai County in North Idaho. Having obtained a Bachelor of Arts degree from California State University, Sacramento I later attended Gonzaga University School of Law in Spokane Washington. I graduated number one in my class, with honors and spent my first year practicing law in Washington as an assistant prosecutor for the city and county of Spokane.

I returned to California in 1988, and served briefly with a large (50 attorney) San Jose law firm working as an associate trial attorney on the Technical Equities, securities fraud civil litigation case, the largest securities fraud case in California's history at that time. I emphasized in public sector labor and employment law while in law school and was recruited to join a smaller labor and employment law firm in Sacramento specializing in the representation of public agencies, predominately school districts. After two years with the smaller firm -at that time it was known as Pinnell, Stroup and Kingsley- I started my own private practice in July of 1990.

I spent the next decade building what started as a sole practice into a seven (7) attorney law firm emphasizing the representation of public agencies, including school districts and special districts. At one time the firm represented over seventy-five (75) different agencies. The practice continued to grow, I entered into a partnership with Jackie McHaney, and the firm then known as Thurbon & McHaney, LP continued to grow and prosper until 2010. I remained as managing partner throughout, carrying my own case load as the primary attorney personally representing twenty (20) plus public agencies serving as general counsel, and handling special assignments for public agencies principally related to complex personnel matters and non-insurance defense litigation, focusing on construction contracts and related claims and lawsuits.

Sadly, in 2010 I lost my wife to cancer and after a leave of absence, and in consultation with my partner, I made the difficult decision to purposely downsize the firm and return to a solo practice. I provided the option to Jackie and the associate attorneys to retain the firm intact but I would step away as the managing general partner and focus on a reduced personal case load, turning the management of the practice over to Jackie. Jackie declined to become the managing partner and retired from practicing law, and over the next two (2) year period I assisted associate attorneys with obtaining employment with other medium to larger sized firms, reduced my client base substantially and returned to a solo practice, focusing on the representation of small to moderate sized public agencies and accepting special projects from time-to-time from non-regular client agencies, generally related to my extensive litigation experience in complex personnel matters and non-insurance defense matters primarily related to, construction contracts, land use and eminent domain issues.

My practice philosophy remains the same today as when I first established my own law practice in 1990. I believe the practice of law is still first and foremost a service profession. Clients are entitled to assume competency and there are any number of competent qualified lawyers that can serve most clients' needs. The primary factor that sets firms apart -at least in my view- is service and responsiveness to client's needs. I do not simply render legal advice and then retreat to my office leaving the client to navigate the consequences of my advice and representation. Instead, I believe that as general counsel to the public agencies I serve, I am an important member of a management team that includes the elected board and

its management staff. Once I provide advice and chart a course of action on behalf of my public agency client's I stand behind my advice and accept responsibility for the successful completion of the strategies implemented and related representational activities.

Firm Organization Credentials/Professional Experience

As a sole practitioner I personally provide all legal services. My staff is comprised of my legal secretary/assistant, Jennifer Adame and file clerk/litigation document manager, Christopher Stewart. I practiced law for one (1) year in the State of Washington as an assistant prosecutor trying criminal cases on behalf of the city and county of Spokane. I have twenty-eight (28) years experience practicing law in California, primarily representing public agencies, predominately school districts and special districts. I serve as both general counsel and special counsel. I have twenty-eight (28) years serving as general counsel to public agencies providing services in personnel matters, labor negotiations, drafting, and reviewing/interpreting and applying a wide range of contracts. A substantial portion of my practice has been devoted to complex personnel matters, handling administrative hearing processes and civil litigation pertaining to the discipline and dismissal of public employees.

I've been involved in counseling districts from the beginning of the disciplinary process through the completion, sometimes resulting in formal administrative hearings or court hearings, in the dismissal of over 200 public employees ranging from line level employees through management level employees with various organizations. For twenty-eight (28) years I have provided routine day-to-day advice on a variety of laws and regulations that govern the operation of public agencies, including but not limited to, the Brown Act, the Public Records Act, conflict of interest laws, the California Environmental Act, the Public Resources Code, the Government Code, the Public Contract Code, and Education Code. I've developed a master set of public agency construction documents that include master contract documents, bond forms, regulatory required forms, general conditions and a number of documents all designed to provide maximum protection to the public agency project owner.

Having begun my career as a litigation attorney, I have continued to provide civil litigation/trial services to my public agency clients throughout my twenty-eight (28) year representation of public agencies. I have tried more than fifty (50) jury trials to verdict, having tried at least another hundred (100) bench trials, and an additional fifty (50) to seventy-five (75) administrative hearings before various administrative hearing bodies. I prosecuted and defended Writ actions on behalf of public agencies, advised public agencies regarding eminent domain proceedings and tried several eminent domain cases on behalf of public agencies.

My range of litigation experience on behalf of public agencies pertains to non-insurance defense of civil rights claims, construction and business contracts, land use issues, human resource issues, personnel matters, real estate and eminent domain cases.

I represented El Dorado Hills Community Services District -a district that functions primarily as a park and recreation district- beginning in 1993 essentially through the completion of down sizing my former practice in 2012. I also represented Auburn Valley Community Services District on an as needed basis, primarily dealing with complex organizational issues, some resulting in critical litigation that was tried to judgment in favor of the District. I represented Lyonsgate Community Services District -a small district with a limited budget and legal needs- on an as-needed basis and I currently represent Cordova Recreation and Park District as their general counsel and have for the last four (4) years. I previously

performed special projects working with several park and recreation districts as part of my representation of California school districts in developing joint powers agencies, joint use agreements and related business and legal issues accordingly.

Firm Resources and Relevant Clients

During my 28 years of public agency representation I have served as general counsel for clients on average for 10 to 15 years and in some cases for 25 plus years. I have served as special counsel on special assignment for limited engagement with non-client public agencies, having personally represented over 40 different public agencies, predominately school districts and special districts. A representative sample list of the various agencies I've personally represented in the past twenty-eight (28) years includes Lodi Unified School District, Linden Unified School District, Colusa Unified School District, Pierce Joint Unified School District, El Dorado Hills Community Services District, Castro Valley Unified School District, Simi Valley Unified School District, San Pasqual Valley Unified School District, Lyonsgate Community Services District, Cordova Recreation and Park District, Marysville Unified School District, Colusa County Office of Education, Stanislaus County Office of Education, San Diego Unified School District, Sacramento Unified School District, Auburn Valley Community Services District, Livermore Valley Joint Unified School District, Dublin Unified School District, San Ramon Valley Unified School District, Pleasanton Unified School District, Hickman Charter School and Glenn County Office of Education.

My current, purposely reduced client base includes, Cordova Recreation and Park District (general counsel), Lodi Unified School District (limited to facilities/construction litigation), Castro Valley Unified School District (facilities/construction), Colusa Unified School District (general counsel), Gridley Unified School District (general counsel), Simi Valley Unified School District (general counsel with emphasis on human resources/personnel matters), San Pasqual Valley Unified School District (general counsel), Stanislaus County Office of Education (construction and real property), Butteville Elementary School District (general counsel), Richfield Elementary School District (general counsel), and Yolo County Office of Education (construction).

Financial (Rates)/Insurance

All legal services are charged for each hour of service rendered at \$210 dollars. The established rates for existing clients vary based on the established initial rate and the length (in fiscal years) of representation with occasional (usually every three years) adjustments for inflation. For comparison purposes here is a sample of some current rates:

Cordova Recreation and Parks District: \$210

Gridley Unified School District: \$200

Stanislaus County Office of Education: \$195

Butteville Elementary School District: \$175

Simi Valley Unified School District: \$175

San Pasqual Valley Unified School District: \$195

Lodi Unified School District: \$175

I carry general liability insurance in the amount of one million dollar (\$1,000,000), and professional responsibility insurance (malpractice) in the amount of three hundred thousand (\$300,000) dollars.

Client References

Cordova Recreation and Parks District, District Administrator Jim Rodems; telephone number 916-842-3310, and Andrea White, Director of Human Resources 916-842-3315;

Simi Valley Unified School District, Dr. Jason Peplinski, Superintendent; telephone number 805-306-4002; Daniel Houghton, Assistant Superintendent of Human Resources 805-306-4042;

Colusa Unified School District, Dwayne Newman, Superintendent; and Cheryl Parker, Chief Business Official; telephone number 530-458-7791;

Stanislaus County Office of Education, Don Gatti, Assistant Superintendent of Business, telephone number 209-238-1700;

Gridley Unified School District, Rick Rubino, Superintendent; telephone number 530-682-7851.

In addition to the 5 listed current references, Wayne Lowry, telephone number 916-202-4198, is the Retired General Manager of El Dorado Hills Community Services District and was the general manager during my approximately seventeen (17) years of representation of El Dorado Hills Community Services District.

Best Regards,



ROBERT E. THURBON



101 Parkshore Drive, Suite 100, Folsom, CA 95630 [916] 983-8000

DAVID W. McMURCHIE
dmcmurchie@mcmurchie.com

VICKI E. HARTIGAN
vhartigan@mcmurchie.com

**RESPONSE TO REQUEST FOR PROPOSAL
GENERAL COUNSEL SERVICES FOR
AUBURN AREA RECREATION & PARK DISTRICT**

ORIGINAL

Submittal Due Date: July 8, 2016

**Principal Contact Person:
David W. McMurchie, Owner
McMurchie Law
101 Parkshore Drive Suite 100
Folsom, CA 95630
Phone: (916) 983-8000
dmcmurchie@mcmurchie.com**

1. Background in Public Entity Law and Statement of Experience

In January 2006, I formed my own firm specializing in public agency law with an emphasis in special districts, employment issues, insurance issues, and joint powers authorities. Prior to January 2006, I was employed with the firm of McMurchie, Weill, Lenahan, Lee, Slater & Pearse for twenty-eight years, as a partner for twenty-five years and as managing partner for two years. I have represented special districts for thirty-nine years.

That firm was formed by my father, Donald W. McMurchie, in 1952 and commenced providing legal services and representation to primarily recreation and park districts in the early 1950s when the firm was actively involved in the initial master planning and bond financing for the formation of several recreation and park districts within Sacramento County. I have continued to represent those recreation and park districts on a wide variety of legal issues both as General Counsel and Special Counsel up to the present time and have steadily expanded the scope of my services and the variety of my public entity clientele since that time.

Currently, I provide legal services for recreation and park districts, community services districts, water districts of various types, fire protection districts, sanitation districts, public utility districts, cemetery districts, mosquito abatement districts, harbor and port districts, and joint powers authorities.

I also represent two non-profit corporations that are associations of member special districts which provide education and legislative advocacy to those member districts. Those two non-profit associations are the California Special Districts Association and the Fire Districts Association of California.

I have served as General Counsel for the California Special Districts Association since 1985, which is a non-profit corporation consisting of over one thousand (1,000) member special districts of various types located throughout the state formed for the purpose of providing legislative advocacy services, financial services and educational programs to member districts. I serve as General Counsel to the California Special Districts Association and provide advice on its corporate operations and membership programs. I also analyze all legislation potentially impacting special districts and advise the California Special District Association's Legislative Advocacy staff on the legal implications of such proposed legislation on the operations of California special districts. As General Counsel, I also provide legal consultation to member districts through the California Special Districts Association Member District Legal Services Program which affords all member districts one hour of free legal consultation per year on a wide variety of legal issues impacting those member districts.

I have also been instrumental in the formation and administration of the California Special Districts Association Finance Corporation. I currently serve as General Counsel to the California Special Districts Association Finance Corporation, which is a non-profit corporation designed to assist special districts in financing of their capital improvement projects at attractive interest rates by means of a lease financing program which markets Certificates of Participation in the municipal bond market. I also assisted in the formation and serve as General Counsel to the WaterReuse Finance Authority which has operated a similar lease financing program targeting projects which promote water reclamation, water recycling and water reuse. I also formed and

serve as General Counsel to the California Transit Finance Corporation which operates lease financing programs for the benefit of transit agencies which are members of the California Transit Association. Through this experience I have developed contacts with bond counsel, underwriters, financial advisers and their respective legal counsel throughout the state, which contacts can be of benefit to your District in analyzing its financial options and planning for the future.

I have also been at the forefront in the development and administration of joint powers authorities among special districts by which special districts self-insure their liability for workers' compensation insurance and general liability insurance. In the past, I have served as General Counsel for the California Association for Park and Recreation Insurance (CAPRI), now known as the California Association for Park and Recreation Indemnity. I also served as Legal Counsel and the administrator of the Special Districts Workers' Compensation Authority (SDWCA) for ten years, which is a risk sharing pool for workers' compensation benefits serving members of the California Special Districts Association. SDWCA was consolidated into the Special District Risk Management Authority (SDRMA) in 2001. I currently serve as Special Counsel to Special District Risk Management Authority analyzing the legal implications of all legislation dealing with workers' compensation issues as well as tort liability issues which impact the workers' compensation and general liability coverage programs offered by SDRMA to CSDA member districts.

I also serve as Special Counsel to the Fire Districts Association of California, which is a non-profit association consisting of a number of fire protection districts in the State of California which provides membership programs, education, and legislative advocacy services before the Legislature to fire protection districts. I review case law impacting the operations of fire districts, provide advice to the Fire Districts Association of California as to when they should become involved as Friends of the Court (*amicus curiae*) in such appellate proceedings, and draft all *amicus curiae* briefs and supporting documentation in such appellate litigation in which the Fire Districts Association of California decides to become involved. I perform similar case law analysis and *amicus curiae* representation for the California Special Districts Association.

In addition, I formed and serve as General Counsel to the Fire Districts Association of California Employment Benefits Authority, a California joint powers authority established for the purpose of providing medical insurance together with affiliated insurance programs with respect to life insurance, vision insurance, dental insurance, etc., to fire protection districts that are members of the joint powers authority and the Fire Districts Association of California. The Fire Districts Association Employment Benefits Authority provides medical insurance and affiliated insurance benefits to employees and Board members of California fire protection districts, as well as to retirees. I advise the joint powers authority regarding its operations, develop operational policies which govern its operations and draft all contracts between the joint powers authority and the various consultants required to operate group health and affiliated insurance programs such as brokers, actuaries, insurers, etc.

2. License to Practice in California

The firm consists of David W. McMurchie, SBN 078865, Owner; and Vicki E. Hartigan, SBN 170307, Associate. Both David McMurchie and Vicki Hartigan are licensed to practice law

in the State of California and have no record of any disciplinary proceedings or complaints before the State Bar of California.

3. Independence and Conflicts of Interest

McMurchie Law is a sole proprietorship owned by David W. McMurchie, has had no prior business relationship with the District since the mid-1990's and is independent of the District. A review of the firm's current clients and business interests reveals no potential conflicts of interest that may impair our ability to provide General Counsel services to the District.

4. Insurance Requirements

A. The firm maintains the following insurance coverages:

(1) Workers' Compensation and Employer's Liability Insurance in accordance with the laws of the State of California with a statutory limit for workers' compensation coverage and a policy limit for employer's liability coverage of not less than five hundred thousand dollars (\$500,000) per occurrence with one million dollars (\$1,000,000) aggregate coverage.

(2) Commercial General Liability and Bodily Injury Insurance with a policy limit of one million dollars (\$1,000,000) combined limit for bodily injury and property damage.

(3) Errors and Omissions coverage covering the performance of the work by this firm and the provision of legal services with limits of not less than one million dollars (\$1,000,000) per occurrence combined single limit.

(4) General Liability Policy includes contractual liability. The firm does not anticipate subcontracting any work to be performed pursuant to this Proposal.

(5) Automobile Liability and Property Damage Insurance including hired and non-owned automobiles used in connection with performance of the work with limits of not less than one million dollars (\$1,000,000) per person/per occurrence.

(6) Coverage for loss of customer data or data breach with limits of not less than one million dollars (\$1,000,000).

The firm will provide Certificates of Insurance specifying the above coverages and/or any endorsements required by the District naming the District, its officers, employees and agents as additional insureds under the applicable policies. The firm will also provide either Certificates of Insurance or an attached rider that certifies that the firm's insurance will act as primary insurance for work performed by this firm and that no insurance carried by the District will be called upon to cover any loss covered by this firm's insurance coverages.

5. Firm Qualifications and Experience

McMurchie Law is a small firm composed of two individuals, and specializes in providing legal services to special districts in the Northern California region. The owner of the firm, David W. McMurchie, has been engaged in that practice for 39 years. In addition, the firm represents joint powers authorities on a statewide basis. Finally, the firm represents non-profit corporations which are associations of special district members, which representation is also on a statewide basis as the business operations of such associations are on a statewide basis. The firm has one office in Folsom, California from which it services all of its clients. David W. McMurchie will be primarily responsible for providing legal services to the District on a full-time basis. He will be assisted by his associate, Vicki Hartigan, who will be employed on a part-time basis to serve the legal needs of the District. David W. McMurchie is the contact person for this Proposal as the owner of McMurchie Law and is authorized to answer all questions and bind the firm to the promises and covenants contained in this Proposal.

A. Statement of Qualifications and Scope of Work.

More specifically, I and the firm have represented special districts and provided legal advice and consultation on a wide variety of issues:

(1) Advice and consultation regarding open meeting, notice, agenda, and closed session requirements of the Brown Act;

(2) Advice and consultation regarding the provisions of and means of compliance with the requirements of the Public Records Act;

(3) Advice and consultation regarding the requirements of the Political Reform Act of 1974 as it applies to special districts including regulations on conflict of interest and mass mailings, including economic disclosure requirements and Government Code section 1090 contract conflicts of interest;

(4) A wide variety of employment law problems including the hiring, firing, and discipline of personnel; the drafting of complete policy and procedure manuals for personnel matters; conducting employment discrimination and harassment investigations; defense of wrongful termination claims; litigation of complaints of harassment and discrimination in violation of the Fair Employment and Housing Act before the Fair Employment and Housing Commission and the Equal Opportunity Employment Commission; the defense of workers' compensation claims, Labor Code section 132(a) discrimination claims and serious and willful misconduct claims against public entity employers;

(5) The drafting of legal agreements and contracts including operational policy and procedure manuals, financial policies, employment contracts, construction contracts, architectural services contracts, engineering contracts, landscape maintenance contracts, bid instructions and specifications, independent contractor agreements, park, water, and sewer ordinances, fee ordinances, encroachment ordinances, development agreements, annexation agreements, concessionaire agreements, agreements for purchase and sale of real property, easements, licenses, and rights of way;

- (6) Construction contract consultation and litigation including issues such as contractor breach, prevailing wage requirements, bid requirements of the Public Contract Code, alternative bid procedures available through the Uniform Public Construction Cost Accounting Act, architect errors and omissions, and liabilities and obligations of bond sureties upon contract abandonment;
- (7) Reorganization proceedings including annexations, detachments, and consolidations, including appearances before LAFCO, city councils, and Boards of Supervisors;
- (8) Consultation regarding formation and operation of a variety of assessment districts, the implications of Proposition 218 with respect to assessment district administration, and assessment backed public works financing alternatives;
- (9) Consultation regarding the implications of Proposition 218 on property related fees such as water, sewer and garbage fees and charges, the process for property owner approval of such fees, and public works financing alternatives secured by a pledge of rate revenue;
- (10) Consultation on issues regarding the enactment, scope, and enforcement of developer impact fees, standby and capacity charges, and user fees;
- (11) Consultation regarding the implications of the provisions of Proposition 26 on various types of fees levied by special districts;
- (12) Trial, appellate court experience and administrative hearing experience with respect to CEQA issues, employment harassment and discrimination claims, construction contract and architect's errors and omissions issues, workers' compensation, Labor Code section 132a discrimination claims, serious and willful misconduct claims;
- (13) Advice regarding eminent domain procedures and litigation;
- (14) Formation and administration of assessment districts pursuant to the Landscaping and Lighting Act of 1972 and special tax districts pursuant to the Mello-Roos Community Facilities District Act;
- (15) Familiarity with state legislation and budget processes impacting special districts through experience reviewing, analyzing and drafting legislation of interest to the membership of the California Special Districts Association, the Fire District Association of California, and the Special District Risk Management Authority;
- (16) Advice regarding the requirements and provisions of the Quimby Act providing for dedication of land or payment of in lieu fees to public agencies providing recreation and park services to new subdivisions;
- (17) Advice regarding the application of the Uniform District Election Law to the elections conducted by the District;

(18) Advice and consultation regarding insurance coverage issues and claims procedures applicable to the filing of third party claims against the District including the scope of coverage and defense obligations afforded by the District's general liability and workers' compensation coverage memoranda;

(19) Drafting joint powers agreements and joint use agreements between the District and other public agencies regarding the terms and conditions of providing shared public services; and

(20) Consultation regarding communications with and Notices of Violations from Regional Water Quality Control Boards, including drafting of relevant documents and experience in conducting settlement negotiations with the Regional Boards.

Regarding litigation experience, during the last ten years the firm has been extensively involved in litigation involving construction contract disputes and architect's errors and omissions disputes with respect to the construction of capital improvement projects for special districts. Those cases have been resolved at the trial level or have been resolved through settlement. We have also been involved in CEQA litigation at the trial and appellate level, which litigation has resulted in new legal standards regarding the timing of CEQA analysis in connection with the approval of a development project. My firm concentrates on reducing litigation potential by providing proactive legal advice based on the most current legislative and case law developments.

I have also conducted seminars, trainings, and have addressed various local community groups as well as the membership of the California Special Districts Association, the California Association of Recreation and Park Districts, and the Fire Districts Association of California on recent developments in these areas of the law, most notably the Brown Act, the Public Records Act, and the various statutory provisions regarding conflicts of interest and capital improvement financing alternatives available to special districts.

I also offer specialized intensive training sessions for Board members and staff on these issues as well as issues regarding AB 1234 ethics training, sexual harassment training, Board member liability training, and conflict of interest training.

6. Staff Qualifications and Experience

As indicated above, David W. McMurchie will be the primary contact and will provide the majority of legal services to be provided pursuant to this Proposal. Mr. McMurchie has 39 years of experience in providing the variety of services specified in Section 5 to special districts and joint powers authorities throughout the state. Mr. McMurchie's resumé is attached.

Ms. Hartigan has been an attorney representing local governments in California and Nevada since 1993. She has formerly worked for a firm which provided legal services to the Tahoe Regional Planning Authority. Ms. Hartigan has worked with Mr. McMurchie practicing public agency law with an emphasis on employment issues since 1997. Ms. Hartigan's

experience involves working with the same clients as those to whom Mr. McMurchie has provided services. Ms. Hartigan's resumé is also attached.

7. Operational Policies

My working relationship with my special district and public agency clients consists of the following essential requirements: (a) telephonic or email response to all inquiries within 24 hours of receipt; (b) designation of contact person at the district who is authorized to contact District General Counsel so as to avoid response to communications from individual board members or staff who are not authorized to contact District General Counsel; (c) monthly status reports on all projects assigned by the district; (d) monthly status reports on all litigation conducted on behalf of the district; (e) monthly legal counsel status report at each regular meeting of the Board of Directors regarding non-confidential matters such as new legislative developments and new case law potentially impacting the district's operations; (f) establishment of a computerized calendar system to ensure that all legal inquiries are responded to within 24 hours and that all continuing legal matters receive status reports from this firm on not less than a 30-day periodic basis; and (g) periodic meetings with general manager and department heads to accumulate factual evidence to support the analysis of legal issues assigned by the district to General Counsel for review and opinion.

8. References

As business references, the firm provides the following contact information for four (4) special district clients for which the firm has provided general legal services for an extended period of time.

Southgate Recreation and Park District
Ward Winchell, General Manager
6000 Orange Avenue
Sacramento, CA 95823
916.428.1171 ext. 11
wwinchell@southgaterecandpark.net

Orangevale Recreation and Park District
Greg Foell, District Administrator
6826 Hazel Avenue
Orangevale, CA 95662
916.988.4373
foellorpd@ovparks.com

Georgetown Divide Recreation District
Carl Clark, District Administrator
4401 Highway 193
Greenwood, CA 95635
530-333-4000
cclark@gdrd.org

Cameron Park Community Services District
Mary Cahill, General Manager
2502 Country Club Drive
Cameron Park, CA 95682
530.677.2231
MCahill@cameronpark.org

9. **Delegation or Subcontracting of Legal Responsibilities**

The firm does not anticipate delegating or subcontracting any legal responsibilities specified in the RFP. However, if such delegation or subcontracting becomes necessary, the firm commits to obtain the District's prior written consent before any such delegation.

10. **Value-Added Services**

The firm will provide free periodic legislative updates to the District detailing the specific provisions of the legislation which may impact the District's operations, explaining the potential impact of the proposed legislation on District operations, and provide an analysis of legislative efforts under way to either support or oppose the legislation. In addition, the firm provides free periodic updates on appellate cases that raise legal issues that may affect District operations and facilities. Such periodic legislative and appellate court analyses and reports are provided when these issues first arise, in order to permit the District to take proactive action in response to such developments.

11. **Cost Proposal and Additional Services**

A. **Compensation and Reimbursements.**

My firm is willing to provide all legal services required by the District on a time and expense basis which includes routine "General Counsel" work consisting of advice, consultation and opinions to the District Board of Directors and staff, preparation and review of contracts, resolutions, ordinances, and other required documents; attendance at District Board meetings; providing advice and consultation regarding new legislation and court decisions impacting the District and any other legal services specifically requested by the District. The work will be performed primarily by myself. The standard hourly rate for these services is \$250.00 (Two Hundred Fifty Dollars) per hour. The work performed by my associate, Vicki Hartigan, will be billed at the rate of \$230.00 (Two Hundred Thirty Dollars) per hour. This hourly rate includes any extraordinary or special services requested by the District to be provided over and beyond "General Counsel" services. We will advance all expenses including printing, photocopying, postage, Federal Express and facsimile. Charges for photocopying and/or

reproduction of documents are \$0.25 cents per page. Larger reproduction projects involving briefs for litigation will be sent to an outside provider and those costs will be billed to the District at cost with no markup. We also charge Federal Express charges incurred at cost with no markup. We do not bill for facsimile or telephone call charges. We do not bill for secretarial/word processing time.

The firm uses the computerized eBillity Time Tracker Program for billing of legal services rendered. Time is billed in one-tenth hour increments for each attorney working on the file in accordance with the hourly rates specified above. If you wish the firm to prepare separate invoices for each subject matter provided by the firm, the program is capable of providing separate invoices.

The firm's only office is located in Folsom, California, approximately 20 miles east of Sacramento. I will attend all meetings of your District's Board of Directors as requested and will only bill for time spent in preparing for and attending such meetings. There will be no charges for travel time. My standard of practice has always been to respond to client inquiries within 24 hours and I am available by phone or email at any time should the District find it necessary to contact me outside of normal business hours.

12. Conclusion

I believe that my experience providing General Counsel and Special Counsel services to a wide variety of special districts throughout the state, as well as my long term involvement with several statewide associations of special districts including the California Special Districts Association, the California Association of Recreation and Park Districts, and the Fire Districts Association of California provides my firm unique expertise with which to provide legal advice, consultation and representation to Auburn Recreation and Park District.

The above "Proposal" contains a Statement of Qualifications and Scope of Work which details the variety of issues with which the firm has experience in representing recreation and park districts and other special districts throughout the state. The Proposal constitutes a commitment on behalf of this firm to perform those services included in the Scope of Legal Services detailed in the RFP as well as the Scope of Work specified in our Proposal's Statement of Qualifications and Scope of Work. Information in the section of our Proposal entitled Cost Proposal and Additional Services constitutes a firm and irrevocable offer by my firm to perform the activities as specified in the Scope of Work for the stated period of the contract for the amount of compensation specified in the Cost Proposal and Additional Services as required by the RFP.

Finally, and perhaps most importantly, the firm is committed to the growth and development of the special district form of government and has been actively involved on a local and statewide basis in promoting the interests of special districts such as yours for many years.

I would be happy to answer any questions regarding this Proposal and would welcome an opportunity to meet personally with the Board of Directors and answer any questions or address

any concerns which they may have about my firm, its background and experience, or this Response to Request for Proposal – General Counsel Services for the District.

Respectfully Submitted



David W. McMurchie
McMurchie Law



2130 East Bidwell Street, Suite 2. Folsom, CA 95630 [916]983-8000

DAVID W. McMURCHIE
dcmurchie@mcmurchie.com

VICKI E. HARTIGAN
vhartigan@mcmurchie.com

Education

J.D., 1977 Martin Luther King, Jr.
School of Law, University of
California, Davis
B.A., 1973 *magna cum laude*,
Occidental College

Admitted

California
U.S. District Court, Eastern District of
California

Distinctions

Phi Beta Kappa, Occidental College
1972

Employment

McMurchie, Lenahan, Lee, Slater &
Pearse 1978-2005
Partner 1982
Managing Partner 2004-2005

McMurchie Law Firm, Principal 2006

David W. McMurchie

Mr. McMurchie is the principal in the McMurchie Law Firm which specializes in providing legal advice and consultation to special districts, joint powers authorities and other public agencies in California.

Mr. McMurchie has 36 years of experience in representing various types of special districts and public agencies including water districts, sanitation districts, fire protection districts, community services districts, recreation and park districts, cemetery districts, mosquito abatement districts, harbor and port districts, and joint powers authorities.

Mr. McMurchie has also served as general counsel for the California Special Districts Association since 1985, which is a non-profit corporation consisting of over 1,000 member special districts of various types located throughout the state which provides legislative advocacy services, financial services and education programs to member districts. Mr. McMurchie advises the California Special Districts Association on its corporate operations and membership programs and provides legal consultation to member districts through the California Special Districts Association Member District Legal Services Program which affords all member districts one hour of free legal consultation per year.

Mr. McMurchie's practice emphasizes employment, business, contracting and financing problems encountered by special districts and other local agencies. Specific matters he has handled include a wide variety of employment law problems including hiring, firing and discipline of personnel; drafting of personnel, financial and operational policies and procedures; wrongful termination, harassment and discrimination claims under FEHA; and defense of workers' compensation claims. Additionally, Mr. McMurchie has been actively involved in issues surrounding construction contract litigation; reorganization proceedings including annexations, detachments, and consolidations involving LAFCO; formation and administration of assessment districts and Mello-Roos community facilities districts and the implications of Proposition 218 with respect to assessment district administration and property related fee proceedings; advice and consultation regarding open meeting requirements; advice and consultation regarding the conflict of interest requirements of the

Political Reform Act; and consultation on issues regarding the enactment, scope and enforcement of developer fees, standby and capacity charges, and user fees.

In addition, Mr. McMurchie has been instrumental in the formation and administration of non-profit finance corporations and joint powers authorities created by several state-wide associations of special districts which operate pooled financing programs to assist their respective members in acquiring, constructing and financing capital projects. In this capacity, Mr. McMurchie represents the California Special Districts Association Finance Corporation which serves the members of the California Special Districts Association, the WaterReuse Finance Authority which provides financing for water reuse projects for the WaterReuse Association of California, and the California Transit Finance Corporation which operates financing programs for the benefit of transit agencies which are members of the California Transit Association.

Mr. McMurchie is also active in the development and administration of joint powers authorities among special districts by which such districts self insure liability for workers' compensation, general liability and property insurance, and health insurance coverage. He has provided administration, risk management services and legal representation to such joint powers authorities as Special District Risk Management Authority (SDRMA) and Fire Districts Association of California Employment Benefits Authority (FDAC EBA). Mr. McMurchie served as the administrator of the Special District Workers' Compensation Authority (SDWCA) from 1992 through 2001, which was a joint powers authority comprised of 74 special districts throughout California which provided workers' compensation and employers' liability insurance to member districts through a pooled self insurance program. SDWCA was merged into another joint powers authority, the Special District Risk Management Authority (SDRMA) in 2001 and Mr. McMurchie currently provides workers' compensation and tort liability consulting services and legislative review services to SDRMA.



2130 East Bidwell Street, Suite 2, Folsom, CA 95630 [916]983-8000

DAVID W. McMURCHIE
dcmurchie@mcmurchie.com

VICKI E. HARTIGAN
vhartigan@mcmurchie.com

Vicki E. Hartigan

Vicki Hartigan has represented and provided legal advice to public entities for eighteen years both in the States of California and Nevada. Ms. Hartigan worked as an associate attorney in the Public Entity Department for the law firm of McMurchie, Lenahan, Lee, Slater & Pearse, LLP from 1997 until January 2006 at which time she became an associate attorney at the McMurchie Law Firm. Ms. Hartigan specializes in public agency law and the various issues that special districts are confronted with, including but not limited to employment issues, drafting and review of policy manuals, contract drafting and review, construction litigation, open meeting laws, and participation in Board meetings. Prior to joining this firm in June 1997, Ms. Hartigan was an associate attorney with the law firm of Crowell, Susich, Owen & Tackes, Ltd. during which time she represented the Tahoe Regional Planning Agency in inverse condemnation and enforcement actions, as well as various other issues confronted by the Agency.

Ms. Hartigan is a member in good standing of the California State Bar. Ms. Hartigan is admitted to practice in the Eastern District of California and the Supreme Court of the United States.

LIST OF SPECIAL DISTRICT CLIENTS

Aldercroft Heights County Water District
Amador Fire Protection District
Arden Manor Recreation and Park District
Arden Park Recreation and Park District
Audubon Hills Community Services District
Bear River Recreation and Park District
Bethel Island Municipal Improvement District
Calaveras Consolidated Fire Protection Joint Powers Authority
Cameron Park Community Services District
Copperopolis Fire Protection District
Drytown County Water District
Easton Community Services District
El Camino Irrigation District
El Dorado County Emergency Services Operations Authority
Feather River Recreation and Park District
Georgetown Divide Recreation District
Lake of the Pines Community Services District
McCloud Community Services District
Murphys Fire Protection District
Murrieta Valley Cemetery District
Northern California Regional Public Safety Training Authority
Orangevale Recreation and Park District
Rolling Hills Community Services District
Russian River Flood Control and Water Conservation Improvement District
Santa Cruz Port District
South Placer Fire Protection District
Southgate Recreation and Park District
Vista Fire Protection District
West Almanor Community Services District

OTHER PUBLIC ENTITY CLIENTS

California Special Districts Association
California Special Districts Association Finance Corporation
California Association of Public Cemeteries
California Park and Recreation Society
California Rural Water Association
California Transit Finance Corporation
California WaterReuse Finance Authority
CalTRUST
CSAC Finance Corporation
Fire Districts Association of California
Fire Districts Association of California Employment Benefits Authority
SDRMA/Special Districts Risk Management Authority

Response to

Request for Proposal for

Legal Services

Auburn Area Recreation and

Park District

Submitted by:

Law Office of Curtis S. Kidder
P.O. Box 29981
Oakland, California 94604
(510) 333-9956
curt@cskidderlaw.com

Law Office of Curtis S. Kidder

P.O. Box 29981
Oakland, California 94604
(510) 333-9956
curt@cskidderlaw.com

July 2, 2016

Auburn Area Recreation and Park District
Attn: Legal RFP
471 Maidu Drive, Suite 200
Auburn, California 95603

Re: Request for Proposal for Legal Services

Dear District Administrator:

This letter of interest is submitted in response to the Request for Proposal for Legal Services for the Auburn Area Recreation and Park (RFP). The qualifications of the Law Office of Curtis S. Kidder (Law Office) to provide the requested legal services are set forth in this cover letter, the attached resume/curriculum vitae and the additional responses to the RFP requirements.

My Law Office was established in January 2014 and currently provides General Counsel services to three recreation and park districts, one sanitary district and a private homeowners' association. For the three recreation and park districts, I provide comprehensive General Counsel services, with the exception of litigation services. The services provided include guidance on the Ralph M. Brown Act, the Public Records Act, conflicts of interest and Special District governance. I also provide legal services in the areas of contracts, real property transactions, procurements, labor and personnel and land use. These services are provided in a timely manner at a very reasonable hourly rate.

As background, I have been a member of the California State Bar since 1985 and have spent nearly the entire 31 years providing public entity representation. Specifically, I served as a Deputy/Assistant City Attorney for the City of Oakland for 18 years and as an Assistant City Attorney for the City of Los Angeles for 11 years--a position I continue to hold on a part-time basis. I have also worked for three private law firms providing public entity representation and advice.

During my tenure for the two cities, I served as General Counsel for two public entities for a total of 14 years. From 1995 to 2004, I was General Counsel to the Oakland Base Reuse Authority (OBRA), a joint powers authority created to plan the reuse/redevelopment of closed military bases in the City of Oakland. From 2005 to 2010, I served as General Counsel to The Community Redevelopment Agency of the City of Los

Angeles (CRA/LA), a redevelopment agency established under the California Redevelopment Law.

Among other duties for OBRA, I staffed the meetings of the governing body, a nine-member panel with representatives from the City of Oakland, County of Alameda, City of Alameda and the congressional district office. I regularly provided advice on the requirements of the Ralph M. Brown Act, the California Public Records Act, conflicts of interest under the Public Reform Act and Government Code 1090, and parliamentary procedures. I also reviewed meeting agendas, prepared Closed Session reports and chaired Closed Sessions.

During my service with the City of Oakland, I also provided services in the areas of litigation, personnel and labor law and land use. Specifically, I handled a caseload of tort and contract actions for two plus years and represented the City in approximately 20 mediations and arbitrations. I practiced labor and employment law for four years and provided advice to a number of City departments, including the Oakland Fire Department, and represented the City and Oakland Housing Authority in approximately 25 discipline and contract arbitrations. After that I served as staff counsel to the City's Community Restoration and Development Center, a one-stop center for victims of the 1991 Oakland hills fire. In that position I provided advice on land use matters, mostly related to fire safety.

As General Counsel for the CRA/LA, I staffed the meetings of the board and provided essentially the same services I provided to the OBRA governing body. For the twice monthly board meetings I typically prepared 3-5 Closed Session reports on complex real property transactions and litigation. Other duties included assisting staff attorneys with the preparation of extensive development agreements, such as Disposition and Development Agreements and Owner Participation Agreements, providing advice to the board and staff on redevelopment and real property law, contracts and procurement, and advising the board on legal strategies and settlements.

Currently, I work part-time in the City Attorney's Economic Development Division and serve as counsel to three City boards and commissions--the Board of Deferred Compensation Administration, the Joint Labor-Management Benefits Committee and the Innovation and Performance Commission. I also work on economic development projects, drafting development agreements and providing guidance on real property, procurements and contract issues.

I look forward to meeting with District officers to further demonstrate my skills and qualifications to provide General Counsel services. Should you need any additional information not otherwise provided hereby, please feel free to contact me.

Sincerely,



Curtis S. Kidder
Law Office of Curtis S. Kidder

ADDITIONAL RESPONSES TO THE RFP

1. **Firm Organization/Credentials/Professional Experience.**

The Law Office of Curtis S. Kidder is a sole proprietorship owned by Curtis S. Kidder. The firm was established in January 2014 and currently serves as General Counsel to the Hayward Area Recreation and Park District, Pleasant Hill Recreation and Park District, Ambrose Recreation and Park District and the Byron Sanitary District.

The legal services provided to these Special Districts include (i) attendance at Board meetings, as requested, (ii) provision of advice on the Ralph M. Brown Act, California Public Records Act, conflicts of interest and Special District governance, (iii) research and guidance on real property, land use, labor and personnel, contracts and procurement issues, (iv) preparation of contracts, leases, purchase and sale agreements and various other agreements with other governmental entities, contractors and consultants, and (v) coordination and supervision of outside counsel for litigation and other specialized services.

2. **Project Team.**

All legal services are provided by Curtis S. Kidder. Mr. Kidder has relationships with other attorneys who practice public entity law and can draw upon their experience and expertise on challenging matters presented to Special Districts. Mr. Kidder also belongs to the California League of Cities' City Attorney's Listserve, which is State-wide forum for the discussion of public entity legal issues.

3. **Firm Resources and Relevant Clients.**

Mr. Kidder is able to offer a number of services in addition to those identified hereinabove, including: (i) **AB 1234 training**—Mr. Kidder has provided ethics training to Special District clients, to other public entities agencies and to various conference attendees; and (ii) **Brown Act training**—Mr. Kidder is a former member of the League of California Cities' Brown Act Committee and has provided Brown Act training to numerous boards and commissions of the City of Los Angeles.

4. **Financial/Insurance.**

The Law Office will bill Mr. Kidder's services at the hourly rate of \$200. Invoices would be submitted on a monthly basis and would detail the tasks performed each day and the amount of time, in 6 minute increments, spent on each task. The Law Office does not charge for ordinary travel, such as attendance at meetings at the District's offices. No retainer will be required. There will be no charge for

administrative services, such as the preparation and submission of monthly billing statements. All costs charged to the District will be supported by receipts.

The Law Office maintains professional liability insurance in the amount of \$200,000 per claim and \$600,000 in the aggregate. A copy of the Law Office's insurance certificate can be provided to the District upon request.

5. Client References.

Pleasant Hill Recreation and Park District
147 Gregory Lane
Pleasant Hill, California 94523
Former General Manager – Robert Berggren
Telephone: 925-250-5698
Interim General Manager – Tina Young
Telephone: 925-771-7618

Hayward Area Recreation and Park District
1099 E Street
Hayward, California 94541
General Manager – Paul McCreary
Telephone: 510-881-6710

Ambrose Recreation and Park District
3105 Willow Pass Road
Bay Point, California 94580
General Manager – Doug Long
Telephone: 925-458-1601

Byron Sanitary District
7995 Bruns Road
Byron, California 94514
General Manager – Rick L. Gilmore
Telephone: 209-835-0375

6. Transmittal Letter.

The Law Office understands the nature and extent of the professional legal services sought by the District pursuant to the RFP. The Law Office represents that it can perform the legal services detailed in the cover letter and this Additional Responses to the RFP and that the offer to provide such services upon the terms herein is a firm and irrevocable offer open for 60 days.



Curtis S. Kidder
Law Office of Curtis S. Kidder

7. **License to Practice in California.**

Curtis S. Kidder is an active member of the California State Bar Association – Bar Number 121727. Mr. Kidder is admitted to practice law in the courts of the State of California and of the United States.

Curtis S. Kidder

P.O. Box 29981
Oakland, California 94604
(510-333-9956)
curt@cskidderlaw.com

Education

University of California, Hastings College of the Law, San Francisco, CA
J.D. (California Bar No. 121727)

California State University at Sacramento
M.P.A. Emphasis in Economics

University of California at Berkeley
B.A. Political Science

Experience

Law Office of Curtis S. Kidder, January 1, 2014 to Present

Serve as General Counsel to the Pleasant Hill Recreation and Park District, the Hayward Area Recreation and Park District, the Ambrose Recreation and Park District and the Byron Sanitary District. Draft and assist in the negotiation of contracts, leases and other agreements. Provide advice on labor and personnel, real estate, contracts and public entity laws and regulations.

Los Angeles City Attorney's Office, June 2005 to Present [Part-time]

Assistant City Attorney-Economic Development/Redevelopment

Duties: October 1, 2010 to present: Serve as a member of the Economic Development Division. Negotiate and prepare agreements regarding HUD 108 and Community Development Block Grant funds and other Federal and State grant funds. Advise the Board of Deferred Compensation Administration and Joint Labor-Management Benefits Committee and negotiate and draft service provider contracts.

Duties: 2005-2010: Served as General Counsel to The Community Redevelopment Agency of the City of Los Angeles. Advised the Board of Commissioners and staff on redevelopment, real estate, contract and municipal law issues. Staffed Board of Commissioner meetings and provided advice on the Ralph M. Brown Act, Public Records Act, parliamentary procedure, conflicts of interest and Agency Bylaws. Drafted Closed Session memoranda and conducted Board Closed Sessions. Supervised all Agency litigation and made recommendations regarding the initiation of litigation, settlements, and appeals. Responsible for the selection, retention, and monitoring of outside counsel. Supervised 6 staff attorneys and three other staff members.

Snyder, Cornelius & Hunter, 2004-2005

Attorney

Duties: Provided advice to public agencies on the Brown Act, Public Records Act, conflicts of interests and other municipal law issues. Negotiated and drafted contracts and agreements.

Oakland City Attorney's Office, 1992-2004

Duties: 1995-2004: *Supervising Deputy City Attorney-Military Base Reuse*
General Counsel for the Oakland Base Reuse Authority, a joint powers authority created to plan for the reuse of closed military bases in the city of Oakland. Advised the governing body and staff on military base reuse, real estate, redevelopment and municipal law issues. Prepared Closed Session memoranda and conducted Closed Sessions. Negotiated and drafted leases for the Oakland Army Base.

Duties: 1992-1995: *Deputy City Attorney-Land Use*

Provided advice to the City's Community Restoration and Development Center—a one stop recovery center for victims of the 1991 fire in the Oakland hills. Drafted legislation regarding fire safety, reviewed building plans for compliance with code provisions and handled litigation emanating from the fire debris clean-up effort.

Oakland City Attorney's Office, 1985-1991

Deputy City Attorney-Labor/Litigation

Duties: 1987-1991: Provided advice on labor and employment law to city departments. Represented the city on Writs of Mandate and in labor arbitrations. Assisted with the negotiation of memoranda of understanding with city unions.

Duties: 1985-1987: Handled a civil litigation caseload. Represented the city in trials, arbitrations and mediations on tort and contract cases.

Miscellaneous

California League of Cities – Brown Act Committee: 2013 – 2015.

Pages Victorian Court Homeowners' Association: President, 2007-present.

Kingfish Golf Club: Member, 2000-present.

Matheny | Sears

Linkert Jaime LLP
Attorneys

Matheny | Sears

Linkert Jaime LLP

Attorneys

Response to Request for Proposal (RFP) for Legal Services – Auburn Area
Recreation and Park District

Submitted To:

Auburn Area Recreation and Park District
Attn: Legal RFP
471 Maidu Drive, Ste. 200
Auburn, CA 95603

Submitted By:

Richard S. Linkert
Matthew C. Jaime
Matheny Sears Linkert & Jaime LLP
3638 American River Drive
Sacramento, California 95864

Matheny Sears

Linkert Jaime LLP
Attorneys

Douglas A. Sears
Richard S. Linkert
Matthew C. Jaime
Jack A. Klauschie Jr.
Jeffrey E. Levine

Robert W. Sweetin
Julia M. Reeves
Nicholas R. Shepard

Of Counsel:
Donald H. Heller
Ronald E. Enabnit
Raymond Bangle III

Henry G. Matheny
(1933-1984)

July 5, 2016

Auburn Area Recreation and Park District
Attn: Legal RFP
471 Maidu Dr., Ste. 200
Auburn, CA 95603

Re: RFP for Legal Services

Dear Auburn Area Recreation and Park District:

Matheny Sears Linkert & Jaime, LLP is pleased to provide the enclosed proposal in response to the Request for Proposal (RFP) for Legal Services at the Auburn Area Recreation and Park District. We believe that our firm has the expertise and qualifications sought in the Request for Proposal. I personally want to thank you for taking the time to consider our proposal.

If our firm is chosen to represent the interests of the Auburn Area Recreation and Park District in this matter, I would head a group of talented, intelligent and creative attorneys and staff. Our firm has extensive experience representing public entities in litigation and counseling matters. We understand that the statutory schemes, regulations, and local ordinances for any given public entity is unique and comes with their own set of rules. We understand that it is vital that any legal advice, whether be in litigation matters, employment matters, or contract matters, must comply with and adhere with the rules that govern a public entity.

I, again, thank you for this opportunity to present this proposal. Should you have any questions, please feel free to contact me.

Very truly yours,

MATHENY SEARS LINKERT & JAIME LLP


MATTHEW C. JAIME

MCJ/sb/amm

Summary

On behalf of Matheny Sears Linkert & Jaime, LLP, we are pleased to respond to your request for a proposal for legal services for the Auburn Area Recreation and Park District.

Our firm was founded in 1974 and we pride ourselves on working hard to understand the unique issues presented by every single matter. We believe that the depth of knowledge and experience in employment issues, public entity defense and civil litigation matters found at our firm makes us an excellent candidate to represent the Auburn Area Recreation and Park District's interests.

Relevant Experience

Matheny Sears Linkert & Jaime, LLP has represented state, county, and local entities (cities, regional districts, special districts, and joint powers districts) in a variety of contexts, and the firm has a thorough understanding of statutory immunities and liability in this specialized area of the law.

The firm has been retained by the Office of the Governor to conduct specialized investigations and also represents the Office of the Courts in litigation in various Northern California counties. Matheny Sears Linkert & Jaime, LLP has represented public entities and public employees accused of a variety of torts, violations of employment law, discrimination, harassment, false arrest, false imprisonment, improper pursuit, and excessive force.

Our Team

If chosen to represent the Auburn Area Recreation and Park District, Richard S. Linkert and Matthew C. Jaime will lead a talented group of individuals who will bring vast experience and knowledge with our representation.

Richard S. Linkert:

Richard S. Linkert is an AV Peer Review Rated trial attorney by Martindale-Hubbell and a Member of the American Board of Trial Advocates. Mr. Linkert became a partner in 1984 and has been Managing Partner since 1995. Throughout Mr. Linkert's career he has handled a diverse spectrum of cases ranging from explosions and wildland fires to sexual exploitation to Governmental Tort Liability. For the last ten years, his practice has emphasized what commonly referred to "Smoke Jumping" assignments – being retained shortly before the trial of a high exposure case. The last minute retentions are most commonly to defend a public entity, including numerous school districts, transit districts and police departments in and around Northern California. In taking on this type of representation, Mr. Linkert has developed a comprehensive understanding of how the statutory schemes and regulations that govern public entities influence their decision making process.

Matthew C. Jaime:

Matthew C. Jaime joined our firm in 1989 right out of law school. Mr. Jaime has tried over 40 cases to verdict including matters involving catastrophic injuries. Mr. Jaime has represented numerous public entities throughout his career against personal injury claims.

Mr. Jaime also serves as a legal counselor to several corporate entities as well as non-profit organizations in the Sacramento Area. In this regard, Mr. Jaime works with these companies on a variety of issues including human resources, wage and hour law and contract negotiation and formation.

Mr. Jaime is an AV Peer Reviewed Rated trial attorney and a Member of the American Board of Trial Advocates (ABOTA).

Jack A. Klauschie, Jr.:

Jack A. Klauschie, Jr. began his legal career in the Los Angeles area after graduating from Loyola University School of Law. During his time in the Los Angeles area Mr. Klauschie's practice had an emphasis in aviation and insurance coverage. Memorable cases Mr. Klauschie worked on included The MGM Grand Fire Litigation in Las Vegas, the Wings West mid-air collision, and assistance with the Twilight Zone and Brainstorm litigation.

Mr. Klauschie joined our firm in 2000 after serving as House Counsel for CIGNA. His practice focuses on personal injury and public entity defense including losses from fire. Over the years Jack has handled numerous complex litigation matters involving fires and issues of causation and suppression costs. Mr. Klauschie recently defended a City in a wrongful death matter where his understanding of the Public Resources Code was key to obtaining summary judgment against plaintiff's claims.

Julia M. Reeves:

Julia M. Reeves joined our firm in 2014. In addition to civil litigation experience representing attorneys and other professionals in complex legal malpractice, malicious prosecution and other professional liability matters, Ms. Reeves has experience in business related matters as well as past experience working with the Equal Employment Opportunity Commission and the Legal Advocates for Children and Youth. Ms. Reeves, along with Mr. Linkert, currently represents clients in contracts disputes governed by the California Public Contract Code.

Ms. Reeves is an active member of Women Lawyers of Sacramento, and has served on the Board of Directors of that organization since 2010.

Robert W. Sweetin:

Robert W. Sweetin is a litigation associate with Matheny, Sears, Linkert & Jaime, LLP. Additionally, Mr. Sweetin represents various companies advising them on general business issues related to wage and hour, sexual harassment and contracts. Prior to attending law school, Mr. Sweetin worked in public safety communications and policy.

Mr. Sweetin authors the firm's monthly employment law "newsletter" called Personnel Matters which addresses a specific subject matter in a very concise form that we believe might be of interest to employers and carriers who provide EPL policies. If there is a significant change in the law either as a result of legislation, a voter approved proposition or appellate decision, the firm may send an e-mail to affected clients. The firm tries to balance the need to communicate significant legal developments to clients without flooding already stuffed in boxes.

Others Members of Matheny Sears Linkert & Jaime:

Other members of our firm will also bring their experience and expertise into our representation. This includes other partners and associate attorneys as well as our staff. Barbara Payne, has been with our firm for 13 years and has a total of 38 years of litigation paralegal experience. Barbara has worked on numerous cases involving large volumes of discovery and documents and has the experience to manage such matters. Our firm as a whole is used to and capable of handling large complex cases. We pride ourselves on attracting highly capable people for every position in our firm. The firm and its attorneys are properly licensed to practice law in the State of California.

A firm resume and biographies of each of the named attorneys listed above are attached for your convenience.

Financial - Attorney Rates & Costs

We believe that the rates for our services are competitive and fair.

Hourly Rates:

Partners / Of Counsel:	\$250
Associates:	\$225
Paralegals:	\$125

These hourly rates include administrative costs including copying charges, telephone charges, Lexis-Nexis charges, regular postage, etc. Our hourly rate does not include travel expenses. However, given the nature of this representation, we are more than willing to discuss options should the opportunity arise.

We believe that a mutually beneficial agreement can be made in regards to fees and costs and welcome any input you may have.

Insurance

The firm has errors and omissions insurance with a policy limit of \$5,000,000.00.

Client References

Sacramento Rendering Company
Marc Piziali, CFO
11350 Kiefer Blvd.
Sacramento, CA 95830
(916) 363-4821

Amador Community Foundation
Kathleen Harmon, Executive Director
148 Main Street
Jackson, CA 95642
(209) 223-2148

California Landscape Contractors Association
Sandra Giarde CAE, Executive Director
1491 River Park Drive #100
Sacramento, CA 95815
(916) 830-2780

Office of the City Attorney City of Folsom
M. Steve Wang, Esq.
50 Natoma Street
Folsom, CA 95630
(916) 351-0536

Miscellaneous

To fulfill the requirements of the RFP, we have conducted an exhaustive conflict check on this matter and no conflicts have been found. We are not presently involved in any litigation involving the Auburn Area Recreation and Park District.

We at Matheny Sears Linkert & Jaime, LLP again thank you for the opportunity to provide this response to the Request for Proposal. Please feel free to contact our offices should you have any questions.

This proposal is genuine, and not a sham or collusive, nor made in the interest or on behalf of any person not herein named; the proposer has not directly or indirectly induced or solicited any other proposer to put in a sham bid, or any other person, firm, or corporation to refrain from submitting a proposal, and the proposer has not in any manner sought by collusion to secure for themselves an advantage over any other proposer.

Matheny | Sears

Linkert Jaime LLP

Attorneys

Matheny Sears Linkert & Jaime, LLP was founded by Henry G. (Hank) Matheny in 1974. Hank was a "larger than life" man with a colorful background that served him well as a trial attorney. He fought in Korea and, after the war, was a claims adjuster in the South Pacific. He then became a cartoonist for Walt Disney before heading to law school. Hank was one of the consummate trial attorneys of his generation in Northern California. Fittingly, while defending an anti-trust case, he passed away during a trial recess. He "defensed" the case posthumously. Doug Sears joined the firm as a partner in 1979, following a successful career at the Sacramento County District Attorney's Office. Rick Linkert joined the firm in 1979 after completing law school. He became a partner in 1984 and has been Managing Partner since 1995. Matt Jaime joined the firm in 1989. He became a partner in 1996.

Firm Philosophy

At our core, we are counselors and trial attorneys. The firm philosophy is to work hard to thoroughly understand the issues, identify client goals, and develop a strategy to efficiently and successfully achieve a favorable result. We believe that trial should be avoided unless there is no other viable option. To avoid the uncertainties of trial, however, the evidence must be developed in a way to facilitate either a dispositive motion or, if such is not possible, a reasonable settlement. We believe that maximizing the opportunity to avoid trial requires being prepared for trial. We advocate extending the proverbial "olive branch", while holding the proverbial "meat cleaver" ready in the other hand in order to avoid being at the mercy of our adversaries.

Dispositive Motions

Some of the most powerful tools available to a litigator are dispositive motions - Motions for Summary Judgment/Adjudication, Motions for Judgment on the Pleadings and Demurrers. These dispositive motions are only available where there are no disputed factual issues but only legal issues to be adjudicated. Recognizing cases that are suitable for a dispositive motion takes knowledge of the law and experience. We invite review of our results in this area. We have often extricated our clients from lawsuits under circumstances where successful dispositive motions were thought by others to be impossible.

Settlement

Today, there are a variety of tools available to resolve cases, ranging from direct negotiations to mediation and judicial settlement conferences. While it is true that most cases settle, it is not true that most settlements are advantageous to both parties. We are proud of our settlement record over the years and describe, on our results page, some of the notable settlements that are not protected by a condition of confidentiality.

Trial

We take cases to trial on a regular basis. The fact that we are known for trying cases helps our clients achieve advantageous settlements. When we state that we will try a case if our client's bottom-line offer of settlement is not accepted, our adversaries know that we will actually take the case to verdict and that they are in for a fight. From us, the threat of trial is not hollow. We recognize that the last thing a client usually wants is to end up in trial. Yet, it is the recognized ability of the firm to try cases that enables our clients to reach their ultimate goals in the overwhelming majority of cases. For those cases where a reasonable resolution cannot be reached, our clients can

rest assured that we have the resources, skill, experience, and yes, stomach, to present their case to a judge and jury. The three named partners have all been elected as members of The American Board of Trial Advocacy (ABOTA). We are proud of the trial successes of our associate attorneys, some of whom have considerably more trial experience than head litigators in other firms. We believe in the right to a jury trial experience, and we work hard to extend trial opportunities to young attorneys in appropriate cases, in order to train the next generation. Reviewing our trial results, you will find that we have had successes in a variety of cases, including those involving high exposure.

Matheny Sears Linkert & Jaime, LLP handles cases throughout California. While our practice is principally focused on Sacramento and the surrounding counties, our routine litigation territory extends from Bakersfield to the Oregon border. We also handle selected cases in Southern California.

Practice Areas

Matheny Sears Linkert & Jaime, LLP is a full service general civil law firm providing counsel to individuals as well as local, state, national, and international clients. The firm is credited with developing significant case law in the areas of employment litigation, government tort liability and general civil law. The firm regularly provides counsel and litigation services on matters for large corporations, government agencies, and individuals. Some clients consult regularly with our firm on all aspects of their businesses, while others seek assistance in specific matters.

The firm provides aggressive, cost-effective legal representation and has earned the "AV" Professional Rating by Martindale Hubbell – the highest rating available. All three named partners have been elected members of The American Board of Trial Advocates (ABOTA). The firm recently was invited to join ALFA International, a global network of business focused law firms, as its firm of choice in the Sacramento region.



Matheny Sears Linkert & Jaime, LLP is a member of ALFA International, the global network. With 145 member firms across the globe (80 in the United States) ALFA International is the premier global network of independent law firms whose success is driven by broad, deep, local relationships all over the world. The ALFA International model enables Matheny Sears Linkert & Jaime to use its local expertise to deliver highly effective legal solutions while drawing upon the collective wisdom and experience of other member firms within the United States and around the world as needed. More information is available at <http://www.alfainternational.com>.



Richard S. Linkert

Managing Partner

rlinkert@mathenysears.com

Tel: (916) 978-3434 Ext. 115

Fax: (916) 978-3430

Address:

3638 American River Drive

Sacramento, CA 95864

EDUCATION

University of California, Berkeley (B.A. 1973)

University of the Pacific, McGeorge School of Law (J.D. 1979)

BAR ADMISSIONS

State Bar of California

U.S. District Court:

- Northern District
- Eastern District
- U.S. Court of Appeals, Ninth Circuit

BACKGROUND

Rick Linkert joined the firm in 1979 while awaiting Bar results. He began work under the guidance of firm founder, Henry G. (Hank) Matheny. Hank was a consummate trial attorney and Rick was fortunate to "second chair" two major trials involving wrongful death, brain injury and paraplegia during the first few years of practice. Since that time, Rick has focused on handling a diverse spectrum of cases ranging from explosions and wildland fires to sexual exploitation to Governmental Tort Liability. For the last ten years, his practice has emphasized what might be called "Smoke Jumping" assignments – being retained shortly before the trial of a high exposure case. Rick became a partner in 1984 and has been Managing Partner since 1995.

PHILOSOPHY

No one knows more about the risks inherent in taking a case to trial than an experienced trial attorney. Over the years, Rick has developed an approach to litigation that begins with working with the client to define critical issues and objectives. From that point, a strategy is developed to resolve the litigation as efficiently as possible. Trial is, or should be, a last resort. That said, it is critical that an adversary understand that an attorney is not afraid of the courtroom and is ready, willing, and able to take the case to trial if a reasonable resolution cannot be negotiated. Experience has demonstrated, time and again, that having

a reputation for trying difficult cases is an essential component of successful non-trial resolutions. Negotiating from a position of power is critical and developing evidence and arguments is essential to creating a "downside risk" for one's adversary. The most challenging aspect of handling defense cases is the development of a strategy to maximize power— including in cases involving apparent or even clear liability. Having handled selected high-exposure plaintiff cases over the course of his career, Rick has developed an understanding of litigation from the perspective of a plaintiff as well. Successful resolution requires extension of the figurative "olive branch," but the other hand must be ready to respond with the figurative "meat cleaver" if reasonable settlement is rejected.

RECOGNITION

Martindale-Hubbell, AV Peer Review Rated

American Board of Trial Advocates (ABOTA)

Fellow, Litigation Counsel of America

PROFESSIONAL ACTIVITIES

Continuing Education and Presentations:

- Taking and Defending Effective Depositions in California (All Day Seminar – 8 years)
- Handling Major Exposure Litigation - Webinar

SELECTED RESULTS

Mr. Linkert has spent a considerable portion of the last several decades associating as trial counsel, often shortly before trial. A recent example involved a molestation case against a San Francisco Bay Area School District. Mr. Linkert was asked by an excess insurer to assist at trial several weeks before trial. The case involved the molestation of four second or third grade girls by their teacher. The teacher was convicted and is currently serving a lengthy sentence following a highly publicized trial. The elementary school principal was convicted of a misdemeanor for failure to report suspected child abuse. Plaintiffs were represented by four successful litigators who specialize in sexual molestation cases. Mr. Linkert joined two other experienced defense litigators who had been defending the case and the team proved to be very effective. Early in the trial, plaintiffs counsels expressed an intent to seek at least \$120,000,000 in total damages. The case settled for \$15 million after four weeks of trial, an amount defendants were willing to offer prior to trial.

Obtained dismissal of 6 consolidated cases arising out of the 2007 Moonlight Fire. The cases were dismissed on the eve of trial in Plumas County Superior Court after plaintiffs were unable to present a prima facie case of negligence. The alleged damages included an \$8.1 million fire suppression cost claim by the State of California Department of Forestry and Fire Protection (Cal Fire) and more than \$50 million in damages claimed by five groups of property owners affected by the fire. Subsequent to dismissal, all defendants filed motions for attorneys' fees and sanctions based upon evidence that Cal Fire investigators conducted a fraudulent investigation, hid evidence, changed their claimed origin and were untruthful in depositions. The specially assigned judge for all purposes granted the motions and awarded attorneys' fees/expert expenses/sanctions in the aggregate sum of \$32.4 million against Cal Fire. This is one of the largest sanctions award of its kind in the country. Mr. Linkert represented a family group of landowners and their forest management company. Their share of the award was \$6.1 million.

SELECTED RESULTS CONT.

Obtained defense verdict for subcontractor in \$7 million contractual indemnity action filed by general contractor following fire loss where client would have been responsible for the entire claimed amount if any percentage of liability was found. Upheld on appeal and denial of defendant's Motion for Attorneys' Fees reversed. Plaintiff contractor paid \$800K in attorneys' fees, expert witness fees and costs.

Obtained verdict of \$4.5 million in a wrongful death case of admitted liability. Lowest demand prior to trial was \$10 million, plaintiff demanded \$32 million at trial. Decedent wife and mother of two recently earned her Ph.D. Wage loss of \$1.5 million.

Obtained defense verdict in rape of teen attending a weekend retreat sponsored by client. The rapist was invited to attend the retreat as a counselor. Plaintiff became pregnant as a result of the rape, developed preeclampsia, and had significant medical bills prior to and after birth of child.

Obtained Habeas Corpus release from state prison for client convicted of sexually assaulting step-daughter. Daughter admitted fabricating charges during fourth day of deposition cross-examination.

Obtained successful Motion for Summary Judgment in catastrophic burn case where client's foreman admitted mistakenly informing plaintiff that gasoline vapor recovery system was not connected to underground storage tank being relined. Upheld on appeal.

Obtained \$23 million judgment for client following successful Motion for Summary Judgment in Breach of Contract, Promissory Note Default case. MSJ based upon a strategy of limited discovery (requests for admissions and interrogatories, no depositions taken in the case).

Obtained Motion for Summary Judgment for General Contractor following job site trench cave-in that killed three boys and injured a fourth. All other co-defendants lost their respective MSJ's and remained in the case. Upheld on appeal.

PROFESSIONAL ASSOCIATIONS

American Bar Association

Sacramento County Bar Association

Association of Defense Counsel of Northern California and Nevada

DRI – The Voice of the Defense



Matthew C. Jaime

Partner

mjaime@mathenysears.com

Tel:(916) 978-3434 Ext. 129

Fax:(916) 978-3430

Address:

3638 American River Drive

Sacramento, CA 95864

EDUCATION

St. Mary's College of California (B.S. 1985)
University of the Pacific, McGeorge School of Law (J.D. 1988)

BAR ADMISSIONS

State Bar of California

U.S. District Court:

- Eastern District of California
- Northern District of California

BACKGROUND

Mr. Jaime is a Sacramento native, where he attended Jesuit College Preparatory High School. He continued his education by receiving a Bachelor of Science degree in Business Administration from St. Mary's College of California. His legal education was completed at the University of the Pacific, McGeorge School of Law, where he received his Juris Doctorate in 1988. Mr. Jaime joined the firm in 1989, became a partner in 1996, and a name partner in 2007.

PHILOSOPHY

Mr. Jaime has been fortunate to try a number of cases commencing very early in his career. Over the last 20 years, he has tried over 40 cases to verdict, including matters involving wrongful death, sexual harassment, gender discrimination, and catastrophic injuries. While most matters resolve long before trial, Mr. Jaime handles every matter as if his client's position will be presented to a jury. He finds preparation is the key to obtaining the best result regardless of the nature of the dispute.

RECOGNITION

American Board of Trial Advocates (ABOTA)

COMMUNITY INVOLVEMENT

Board of Directors, Pacific Housing, Inc.

Member, Job Search Committee, Cristo Rey High School, Work-Study Program

SELECTED RESULTS

Obtained a defense verdict in a multiple plaintiff sexual harassment case.

Obtained a defense verdict in a disputed liability motor vehicle vs. skateboarder case resulting in a traumatic brain injury.

Obtained a defense verdict in a motor vehicle vs. motorcycle case resulting in catastrophic injuries.

Obtained a defense verdict in a highway speed rear-end collision in which the plaintiff claimed the need for back and knee surgery resulted.

PROFESSIONAL ASSOCIATIONS

American Bar Association

Association of Defense Counsel of Northern California and Nevada

Sacramento County Bar Association



Jack A. Klauschie, Jr.

Partner

jklauschie@mathenysears.com

Tel:(916) 978-3434 Ext. 175

Fax:(916) 978-3430

Address:

3638 American River Drive

Sacramento, CA 95864

EDUCATION

University of California, Santa Barbara (B.A. cum laude. 1977)

Loyola University School of Law (J.D. 1980)

BAR ADMISSIONS

State Bar of California

U.S. District Court:

- Central District of California
- Southern District of California
- Northern District of California
- Eastern District of California
- U.S. Court of Appeals, Ninth Circuit

BACKGROUND

Jack started his legal career working as a law clerk at Chase, Rotchford, Drukker and Bogust in Los Angeles (Law Clerk 1978-1980) while attending law school full-time. He had the good fortune to work with three partners. One of his achievements as a law clerk was writing a successful demurrer in opposition to a class action suit against Santa Anita Race Track.

Jack went to work for Engstrom Lipscomb & Lack (Attorney 1980-1985) after being admitted to the California Bar with primary emphasis in aviation and insurance coverage. Memorable cases included The MGM Grand Fire Litigation in Las Vegas, the Wings West mid-air collision, and assistance with the Twilight Zone and Brainstorm litigation.

Jack was recruited by Wilner, Klein, Siegel & Kehr, where he later became a partner (1985-1990 [Shareholder 1988-1990]), with emphasis in maritime and construction-contract suits. Memorable cases involved defending Jones Act claims and included the explosion at the Mohave Generating Station in Laughlin, Nevada and the Big Rock Mesa landslide in Malibu.

Jack decided to start his family in a developing suburb of Sacramento known as El Dorado Hills, moving there in 1990 from Los Angeles. He accepted employment with CIGNA in Sacramento as the Managing Attorney for CIGNA's House Counsel in the Central California region (September 1990 - December 31, 1998) until all CIGNA legal offices were closed after the CIGNA property and casualty companies were sold to ACE. In addition to management, case responsibilities involved employment, elder abuse, public entities, and commercial liability.

Jack had the opportunity to take a sabbatical after employment with CIGNA. Boredom soon set in whereupon Jack elected to handle elder abuse and commercial civil litigation matters for Sacramento House Counsel for St. Paul Ins. Co. on a contract basis.

Jack was offered a full-time attorney position at the firm, where he still has the privilege to practice law (January 2000 to present). While Jack remains interested in personal injury, public entity, and general commercial litigation, in recent years, his practice has emphasized construction defect, indemnity, extra-contractual, and delay damages claims and related contract and insurance coverage issues.

RECOGNITION

El Dorado Superior Court: ADR Department Certificate of Recognition

PROFESSIONAL ASSOCIATIONS

State Bar of California

Sacramento County Bar Association

Association of Defense Counsel of Northern California and Nevada

Los Angeles County Bar Association

- Former Volunteer of Client Relations Committee
- Former Vice Chairperson for Client Relations Committee American Bar Association



Julia M. Reeves

Associate

jreeves@mathenysears.com

Tel:(916) 978-3434 Ext. 133

Fax:(916) 978-3430

Address:

3638 American River Drive

Sacramento, CA 95864

EDUCATION

University of California, San Diego (B.A. 2002)
Santa Clara University School of Law (J.D. 2005)

BAR ADMISSIONS

State Bar of California

U.S. District Court:

- Northern District of California
- Eastern District of California

BACKGROUND

Julia Reeves joined the firm in 2014. She has previous civil litigation experience representing attorneys and other professionals in complex legal malpractice, malicious prosecution and other professional liability matters. In addition, Julia has business litigation, personal injury and construction defect experience. She works primarily with Mr. Linkert.

Julia graduated from the University of California, San Diego with a degree in Political Science. She obtained her law degree from Santa Clara University School of Law, where she served as an editor of Santa Clara University's law school newspaper, *The Advocate*. While in law school, she volunteered at the Katharine and George Alexander Community Law Center and clerked with both the Equal Employment Opportunity Commission and Legal Advocates for Children and Youth. Additionally, she worked as a post-bar legal research assistant at Littler Mendelson, PC.

Julia is active with Women Lawyers of Sacramento, and has served on the Board of Directors of that organization since 2010.

SELECTED RESULTS

Authored and argued a successful Motion for Judgment on the Pleadings as to a Cross-Complaint, which resulted in total extrication of an automotive parts manufacturer from a civil lawsuit stemming from a vehicular rollover accident that resulted in plaintiff's permanent paralysis.

Authored an anti-SLAPP motion in a malicious prosecution matter based on a statute of limitations defense under Code of Civil Procedure Section 340.6, which led to plaintiff's immediate dismissal of client without opposition.

Second chaired both jury and bench trials.

PROFESSIONAL ASSOCIATIONS

Board Member of Women Lawyers of Sacramento

California Women Lawyers

Sacramento County Bar Association

Barrister with Anthony M. Kennedy Inn of Court

Association of Defense Counsel of Northern California and Nevada



Robert W. Sweetin

Associate

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Address:

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Sacramento, CA 95864

EDUCATION

University of California, Davis (B.A. 2006)

University of the Pacific, McGeorge School of Law (J.D. 2013)

BAR ADMISSIONS

State Bar of California

U.S. District Court:

- Central District of California
- Southern District of California
- Northern District of California
- Eastern District of California

BACKGROUND

Robert W. Sweetin is a litigation associate with Matheny, Sears, Linkert & Jaime, LLP. Mr. Sweetin earned his J.D. from Pacific McGeorge in December 2013 and passed the February 2014 California Bar. During law school, Mr. Sweetin clerked for a civil litigation firm in Sacramento. He also clerked for the Solano and Placer County District Attorneys. Prior to attending law school, Mr. Sweetin worked in public safety communications and policy.

Mr. Sweetin was born in Taylorville, Illinois. He graduated from Coronado High School after his family was transferred to Naval Base San Diego. Mr. Sweetin earned his B.A. in International Relations from University of California, Davis.

PROFESSIONAL ASSOCIATIONS

American Bar Association

Sacramento County Bar Association

Douglas A. Sears
Richard S. Linkert
Matthew C. Jaime
Jack A. Klauschie Jr.
Jeffrey E. Levine

Robert W. Sweetin
Julia M. Reeves
Nicholas R. Shepard

Of Counsel:
Donald H. Heller
Ronald E. Enabnit
Raymond Bangle III

Henry G. Matheny
(1933-1984)

July 5, 2016

Auburn Area Recreation and Park District
Attn: Legal RFP
471 Maidu Dr., Ste. 200
Auburn, CA 95603

Re: RFP for Legal Services – Transmittal Letter

Dear Auburn Area Recreation and Park District:

Matheny Sears Linkert & Jaime, LLP is pleased to provide the enclosed proposal in response to the Request for Proposal (RFP) for Legal Services at the Auburn Area Recreation and Park District. We believe that our firm has the expertise and qualifications sought in the Request for Proposal. I personally want to thank you again for taking the time to consider our proposal.

I, on behalf of Matheny Sears Linkert & Jaime, LLP, hereby submit that I understand that if chosen by the Auburn Area Recreation and Park District to represent them we will be hired as general legal counsel. I understand we will be expected to provide legal opinions, represent the district in legal matters, assist with Parks and Recreation matters, provide legal advice on human resources and personnel matters, review documents and contracts as requested. I understand that we will be expected as well to respond to the District in a timely manner.

I, on behalf of Matheny Sears Linkert & Jaime, LLP, submit that we are ready, willing and able to meet and exceed these expectations if chosen to represent the District for the contract term of one year. The offer outlined in our proposal is a firm and irrevocable offer for 60 days, or longer should the District so request.

I, again, thank you for this opportunity to present this proposal. Should you have any questions, please feel free to contact me.

Very truly yours,

MATHENY SEARS LINKERT & JAIME LLP



MATTHEW C. JAIME

MCJ/sb/amm

Item 7.2 Cover sheet – Mt. Vernon Park Sale – Feasibility MOU Extension

Auburn Area Recreation and Park District Board of Directors meeting July, 2016

The Issue

Shall the Auburn Area Recreation and Park District (ARD) extend the Mt. Vernon Park sale Initial Feasibility Period, previously approved by an MOU signed 5/2/16, for an additional 90 days?

Background

On April 28, 2016, the ARD Board of Directors approved an MOU for an Initial Feasibility Period to research the sale of the Mt. Vernon Park property to Western Community Housing (WCH). A copy of that MOU and the associated cover sheet is attached.

WCH is requesting that the term of the MOU be extended an additional 90 days. The new term would end November 2nd, 2016.

A copy of the MOU Extension Agreement is attached.

Recommendation for the Board of Directors

Authorize the District Administrator to sign the MOU Extension Agreement, adding an additional 90 days to the terms of the original MOU between ARD and WCH for the Initial Feasibility Period to research the sale of the Mt. Vernon Park property.

Fiscal Impact

N/A

Attachments

MOU Extension Agreement
Cover sheet from the April 2016 Board meeting
Original MOU between ARD and WCH

MEMORANDUM OF UNDERSTANDING

Extension Agreement

The Parties to the Memorandum of Understanding entered into May 2, 2016 by and between Western Community Housing, Inc., a California nonprofit public benefit corporation, and The Auburn Area Recreation & Parks District (the “MOU”), wish to extend the Initial Feasibility Period an additional 90 days starting August 2nd, 2016 and ending November 2nd, 2016 for the purpose of continuing to perform work on the due diligence items outlined in the Initial Feasibility of the MOU.

All other items, terms, conditions, intentions and aspects of the MOU remain the same.

AGREED:

Western Community Housing, Inc.

Auburn Area Recreation & Parks District

Scott Gayner
Senior Portfolio Manager/Director of Development

Kahl Muscott
ARD District Administrator

Cover Sheet for Mt Vernon Property

Auburn Area Recreation and Park District Board of Directors meeting April 2016

The Issue:

A discussion of the status of an offer to purchase the Mt Vernon Park property?

Background:

Mt. Vernon Park was developed by ARD in late 2007/early 2008. The property was given to ARD as part of the mitigations for the low income apartment housing. The park features a +/- 600 foot D.G. pathway and a couple of slabs for picnic tables. The picnic tables that were previously at the site have been relocated to other more heavily used facilities. Several weeks ago, we were contacted by Western Community Housing ("WCH"), which has expressed an interest in purchasing the Mt. Vernon Park property for a low income senior housing project. WCH is a non-profit (501C3) housing corporation that exclusively builds such communities around the state of California by partnering with many organizations including local governments. They have an ownership interest in 90 affordable housing communities comprising approximately 8200 units and actively provides or oversee services at 62 of them.

The Mt Vernon property is of interest to WCH because of the required proximity to mass transit (1/2 mile). The fact that there is also low income housing adjacent to the property also helps them in obtaining grants for the project.

Staff met with their representative as well as one of their board members, and ECORP Consulting who serves as their environmental consultant. At that meeting, WCH laid out a general overview of their potential project and method of funding. Their first proposal to the District was a broad statement of a partnership where-in the District would donate land (approximately 2 acres) to the non- profit and in return WCH would build out new facilities and/or enhance existing ones at Mt Vernon Park. Staff advised WCH that while our Board of Directors would have final decision making authority on such a proposal, staff would most likely not support such a partnership. Instead, staff urged WCH to make an offer to purchase the entire property. WCH agreed that that is a possibility as there are grant funds available for acquisition. On April 18, 2016, the District received a Letter of Interest from WCH along with an MOU that would allow WCH a 90 day period to do a feasibility study on the property in order to establish a fair purchase price.

Recommendation:

The A&D committee reviewed the attached information and forwarded this item to the full board with a recommendation to approve the MOU.

Cover sheet from April, 2016

By approving the MOU, the Board will be providing staff direction to proceed with negotiations with WCH.

Cover sheet from April, 2016

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding ("MOU") is entered into as of May 2, 2016 by and between Western Community Housing, Inc. ("WCH"), a California nonprofit public benefit corporation, and The Auburn Area Recreation & Parks District ("ARD") (collectively the "Parties") with reference to the following matters.

RECITALS

A. WCH and ARD intend to work together over a 90 day period ("Initial Feasibility Period"), starting from the date of this MOU, to research the feasibility of WCH developing a 6.7 gross acre park land site fronting Nevada Street, City of Auburn - APN: 038-250-081 (the "Property") owned by the ARD as an affordable senior housing project with supportive social services for low-income elderly individuals. It is anticipated that the Property will be purchased by a limited partnership of which WCH will be the managing general partner ("MGP"), to facilitate the funding of the acquisition of the Property and development of the Project by applying and being awarded low-income housing tax credits from the California Tax Credit Allocation Committee ("CTCAC") and other public sources.

B. WCH plans to develop no more than 80 units, a CTCAC threshold for rural areas, of quality affordable housing to low-income seniors with area median incomes ("AMI") ranging from 30% to 60% AMI (the "Project") and ARD intends to sell the Property to WCH.

C. WCH and ARD wish to enumerate the responsibilities and investigative efforts that each party will undertake and assume in connection with the ultimate sale and purchase of the Property, terms and conditions to be later agreed upon in a development agreement between the Parties ("Development Agreement") at the end of the Initial Feasibility Period.

NOW THEREFORE, in consideration of the recitals hereof and the mutual covenants and agreement contained in this MOU, the Parties agree as follows:

Initial Feasibility: WCH shall research and report its findings on the listed development items below to ARD on the following development issues:

1. Environmental: WCH shall research and review all environmental aspects of the Property, including biological resources, cultural resources, wetlands, easements and restrictions and surrounding land uses.
2. Entitlements with City: WCH shall research and review the Property's by-right zoning and planning, including verification of its Multiple-Family Residential District designation, any required conditional use permits, waivers and density bonus agreement, and potential releases required from prior land use deed restrictions, such as a park use, that may be needed to develop the Property. Preliminary site plans shall be prepared and discussed with the City.

Signed MOU

3. Construction Improvements to Property: Upon feedback from the City's Planning Department on R-3 or R-4 development design guidelines and density, WCH shall review the costs associated with improving the Property to a buildable state, pursuant to a preliminary site plan.
4. Market: WCH shall research the market competition of the Project, comparing other existing or planned affordable and market rate senior communities in the City and County.
5. Public subsidies: WCH shall research all potential subsidies from public agencies that typically would be available to develop the Project, including tax credit and bond programs.

Review Process:

1. Parties shall have 30 days to review and discuss the findings of the feasibility items listed in 1 to 5 above after the end of the Initial Feasibility Period and agree to proceed with a Development Agreement (including a development timeline) and Purchase and Sale Contract, to be approved by the City and WCH.
2. If feasible, Parties to propose terms and conditions for drafting the Development Agreement and Purchase and Sale Contract, to present to the ARD Board, the Auburn City Council and WCH's Board of Directors for approvals.

Agreements:


1. Development Agreement
2. Purchase and Sale Contract

Upon agreement of the terms set forth in this MOU evidenced by signatures below, the Parties agree to proceed with the Initial Feasibility Period as described herein. This MOU is non-binding and shall only provide the framework to draft a mutually agreed upon Development Agreement and Purchase and Sale Contract between the Parties for final approval.

AGREED:

Western Community Housing, Inc.

Auburn Area Recreation & Parks District

 5/2/16

Scott Gayner
Senior Portfolio Manager/Director of Development

 4/30/16

Kahl Muscott
ARD District Administrator

Item 8.1 Cover Sheet for Annual Audit for Fiscal Year 2015/2016

Auburn Area Recreation and Park District Standing Finance and Board meeting July, 2016.

The Issue: Shall the Auburn Area Recreation and Park District (the District) approve the annual audit conducted by Craig Fechter and Associates?

Background: Craig Fechter and Associates conducted an audit of the Auburn Area Recreation and Park District Financial statements in May of 2015. The result of the audit is an unqualified opinion, meaning that the auditors found no discrepancies or problems associated with the way the District conducts its business nor with the accounting methods and financial transactions.

There are several items of note that are material to the financial statements and audit. During the 2015/2016 fiscal year, the District purchased a variety of fixed assets, including a new Jacobsen mower, an F350 truck, Regional Park heaters, security cameras at Overlook and several other smaller items, together all valued at \$151,000. While these were all budgeted within the obsolescence list, the assets were purchased with General Funds in order to preserve funds in the equipment reserve.

Furthermore, in July of 2015, the Board approved, on staff recommendation, that \$175,000 be transferred from the General Fund to the Future Capital Construction Reserve. The transfer was completed in August of 2015.

Additionally, the District expensed approximately \$716,000 in Capital Improvement projects during the Fiscal Year. Of that amount, \$162,000 was received in County Mitigation funds and \$106,000 in City Mitigation funds, with \$39,000 transferred from the Future Capital Construction Reserve. The balance of the project funding has occurred through the General Fund. However, funding requests for some projects during this fiscal year have been submitted to the County and will be received in the next fiscal year (2016/2017).

The District's property tax revenue increased by 9.5% year over year from 2014/2015 and thus narrowly exceeded the total received in 2008, previously the highest year on record. Along with a 7.8% increase in program revenues, the District recorded a surplus of \$146,000. (see note below).

The State of California, through GASB 68, mandated that all State agencies must begin to recognize unfunded pension liabilities on their balance sheets. The Districts 2015/2016 audited statements reflect GASB

68 for the first time. The Districts portion of unfunded pension liability totals \$458,000. This assumes that every employee currently with the District works to full retirement age and accumulates 30 years of work history. While that is highly unlikely, GASB 68 requires such recognition of the liability. Because pension liability is long term, it does not fully affect the income statements of the District. CalPERS has adopted a “smoothing” method of amortizing the expense, so that the unfunded portion of the liability will be paid through increasing the percentage of payroll dollars paid into the system each year. So effectively, the District will pay an increased “premium” each year until the unfunded liability is extinguished. This will, of course, be expensed through the income statement. Additionally, because CalPERS uses an assumed rate of return on investment of 7.5% and the actual rate is less than the assumed rate, it creates a funding gap that must be made up by each government entity. The District portion of this gap was approximately \$26,000 in fiscal 2015/2016.

Recommendation: The Finance Committee recommended that the annual audit be sent to the full Board with a positive recommendation to accept.

Attachment: Final Audit from Fechter and Associates

Note: Subsequent to the end of the 2015/2016 Fiscal Year, the Board approved a transfer of general funds to the Equipment Reserve in the amount of \$112,000 at the June 2016 Board meeting. This action was taken to meet a shortage of Reserve funds in year ten of the obsolescence list.

**AUBURN AREA
RECREATION AND PARK DISTRICT

FINANCIAL STATEMENTS WITH
INDEPENDENT AUDITOR'S REPORT
FOR THE FISCAL YEAR ENDED
MARCH 31, 2016**

**AUBURN AREA RECREATION AND PARK DISTRICT
MARCH 31, 2016**

TABLE OF CONTENTS

	<u>Page</u>
Independent Auditor’s Report.....	1-3
Management’s Discussion and Analysis.....	4-8
 BASIC FINANCIAL STATEMENTS	
Government-Wide Financial Statements:	
Statement of Net Position.....	9
Statement of Activities	10
Fund Financial Statements:	
Balance Sheet – Governmental Funds	11
Reconciliation of the Governmental Funds Balance Sheet to the Statement of Net Position	12
Statement of Revenues, Expenditures, and Changes in Fund Balances – Governmental Funds	13
Reconciliation of the Statement of Revenues, Expenditures, and Changes In Fund Balances to the Government-Wide Statement of Activities.....	14
Notes to the Financial Statements.....	15-27
 REQUIRED SUPPLEMENTARY INFORMATION	
Statement of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – General Fund.....	28
Note to Required Supplementary Information.....	29
Required Supplementary Information - Pensions	30
 SUPPLEMENTARY INFORMATION	
Combining Balance Sheet – Non-Major Funds	31
Combining Statement of Revenues, Expenditures, and Changes in Fund Balance – Non-Major Funds.....	32