WEST CONTRA COSTA INTEGRATED
WASTE MANAGEMENT AUTHORITY

RESPONSE TO REQUEST FOR PROPOSAL
ATTORNEY SERVICES

MARC G. HYNES
VALERIE J. ARMENTO
ATKINSON•FARASYN, LLP
5050 El Camino Real, Suite 205
Los Altos, CA 94022
Telephone: (650) 967-6941
Fax: (650) 967-1395
February 5, 2019

West Contra Costa Integrated Waste
Management Authority
Attn: Stan Hakes, Executive Director
13831 San Pablo Avenue, Building 5
San Pablo, CA 94806

Regarding: Response to Request for Proposal – Legal Counsel Services

Dear Mr. Hakes:

Atkinson•Farasyn LLP, “the firm “submits the attached response to the Request for Proposal for legal counsel and legal services issued January 8, 2019. The firm is interested in providing the desired services and understands and commits to provide the services described in our response.

The firm has not worked in the geographical area in which the West Contra Costa Integrated Waste Management Authority is located. As may be seen from the response, the firm’s primary work has been in the counties of Santa Clara and San Mateo.

Should any additional information or documentation be desired, please contact the undersigned.

We look forward to hearing from you.

Very truly yours,

MARC G. HYNES

MGH/ns
# WEST CONTRA COSTA INTEGRATED WASTE MANAGEMENT AUTHORITY – LEGAL COUNSEL SERVICES RFP

## TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Transmittal letter</td>
<td>1</td>
</tr>
<tr>
<td>Table of Contents</td>
<td>1</td>
</tr>
<tr>
<td>Executive Summary</td>
<td>2</td>
</tr>
<tr>
<td>Scope of Legal Services</td>
<td>3</td>
</tr>
<tr>
<td>Proposed Attorneys</td>
<td></td>
</tr>
<tr>
<td>i. Resume of Marc G. Hynes</td>
<td>4a</td>
</tr>
<tr>
<td>ii. Resume of Valerie J. Armento</td>
<td>4b</td>
</tr>
<tr>
<td>iii. Resume of Steven G. Baird</td>
<td>4c</td>
</tr>
<tr>
<td>References</td>
<td>5</td>
</tr>
<tr>
<td>Public Agency Clients List</td>
<td>6</td>
</tr>
<tr>
<td>Fee Schedule</td>
<td>7</td>
</tr>
<tr>
<td>Exhibit A</td>
<td>8</td>
</tr>
<tr>
<td>Exhibit B</td>
<td>9</td>
</tr>
</tbody>
</table>
Atkinson•Farasyn, LLP was founded in 1950 by retired Judge James W. Atkinson and attorney Louis M. Farasyn. Since the 1980s, the Firm has been well known for its municipal law practice, representing numerous cities, governmental agencies and special districts on the Peninsula. In the past five years, the firm has performed legal services for the following public entities: the Town of Atherton and the Cities of Benicia, Brisbane, Cupertino, Daly City, East Palo Alto and San Leandro; the County of Santa Clara; the Santa Clara Valley, San Martin County and San Lorenzo Valley Water Districts, the Saratoga Fire Protection District and the Cupertino Sanitary District, as well as three joint powers authorities: the San Mateo County Pre-Hospital Emergency Services Medical Group, the North County Library Authority (Los Altos and Los Altos Hills), and the Santa Clara Valley Habitat Agency. The Firm currently serves as General Counsel for the Santa Clara County Housing Authority.

Atkinson•Farasyn has four partners; it does not employ any associates. Owing to the variety of entities served, the Firm is uniquely qualified to provide each of the general counsel services described in the Request for Proposals. Atkinson•Farasyn has one office located in the City of Los Altos, California. The Firm employs two secretaries.

The Firm uses all current communications devices which would be available in connection with work for the Authority: email, telephone, cell phones, voicemail, conference calls and websites.

The Firm is well recognized and enjoys the highest ratings in Martindale – Hubbell.

Marc G. Hynes will serve as Counsel for the Authority. His backup will be Valerie J. Armento. Steve Baird will be available to serve in the absence of Marc G. Hynes and Valerie J. Armento.

The Firm currently provides services under a fee-for-service basis or on a retainer basis for the following public entities in Santa Clara and San Mateo Counties:

Cupertino Sanitary District – District Counsel  
Saratoga Fire District – District Counsel  
Santa Clara County Housing Authority – General Counsel  
Santa Clara County Habitat Agency – General Counsel  
City of East Palo Alto – Special Counsel Services  
San Mateo County Pre-Hospital Emergency Services Medical Group

It is not anticipated that there will be any foreseeable or potential conflicts of interest that could result from such representation and representation of the Authority.

There are no private clients of the Firm that could potentially pose a conflict of interest with representation of the Authority.
WEST CONTRA COSTA INTEGRATED
WASTE MANAGEMENT AUTHORITY PROPOSAL
SCOPE OF LEGAL SERVICES

Role of Counsel: The Legal Counsel is legal advisor to the West Contra Costa Integrated Waste Management Authority. In that capacity the attorney provides legal advice that allows the Authority Board of Directors to carry out its policy decisions. Proactive advice is the greatest reducer of exposure to liability and litigation. There are often situations in which a Board will be faced with several ways of accomplishing a program, each carrying different levels of risk. The attorney’s job is not to become caught up in policymaking, but to explain how to accomplish the Authority’s goals with minimal legal exposure. Firm members recognize the importance of working effectively with Authority staff to further Authority goals and priorities.

Services Included in Monthly Retainer:

(1) Attendance at all meetings of the Board of Directors (second Thursday of the month at 7:00 p.m.) and special meetings, if called. Attendance may also be needed at committee meetings depending on the matters under consideration. At these meetings, General Counsel is expected to guide the Board and clarify rules about the Brown Act, Roberts Rules of Order, parliamentary procedures and other appropriate Board meeting procedures. There are usually no meetings held during the month of August.

(2) Provide general legal advice and counsel to the Board of Directors, Executive Director and other Authority staff related to matters important to a public solid waste agency.

(3) Research and interpret laws, proposed legislation, court decisions and other legal authorities in order to prepare legal opinions and to advise the Board of Directors and staff accordingly. Alert Authority in a timely manner regarding new State or Federal legislation or judicial decisions that may impact Authority and propose appropriate action(s) to assure compliance.

(4) Review and assist in preparation of Board (and, as needed, Committee) meeting agenda packets, as well as resolutions, ordinances, contracts, agreements, memoranda, and other writings as needed.

(5) Present written or oral reports or advice to the Board.

(6) Coordination of required work of outside legal counsel retained by Authority for environmental compliance, litigation, or other proceedings, as needed.

(7) Provide advice on the application of Authority ordinances to the operation of Authority, and on matters pertaining to the organization of Authority, contracts, procurement, conflicts of interest, personnel and environmental analysis. Advise on Authority policies and procedures and on the legal impact and/or consequences of administrative policy decisions.

(8) Maintain Authority’s standard contract provisions in contracts with vendors, consultants, or contractors.
(9) Advise on public employment law matters.

(10) Ability to represent Authority in judicial proceedings in both simple and complex litigation, and in arbitration and mediation.

(11) Time incurred for internal conversations, consultation, emails, memoranda, cross training, etc. between attorneys, paralegals and other staff within the firm.

(12) Other routine legal advice, consultation and opinions to Authority Board and staff in areas such as: public meetings, public records, contracts, Political Reform Act, conflict of interest, fees and taxes. CEQA, environmental and hazardous material laws, litigation, risk management, procurement of goods and services, joint powers authority governance, and knowledge of California and federal law as it applies to a solid waste joint powers authority.

(13) Lead counsel will be generally available to meet with staff and Ad Hoc Committees at Authority offices.

Services Not Included in Monthly Retainer: Litigation Services representing the Authority in civil litigation brought upon behalf of or against the Authority, as directed by the Authority Board; Providing litigation services to the Authority in any and all matters assigned by the Authority. Also NOT included in the monthly retainer – other Specialized Legal Services: Legal services pertaining to labor, employment, pension law, public retirement systems, and personnel matters, other than routine review and advice; Advice regarding taxes, assessments, fees, Proposition 218, and other financial advice; Environmental legal services other than routine review of negative declarations, environmental impact reports and other project-level environmental documentation; Real estate services, other than routine review of escrow documents, title reports, and contracts of sale; Advice regarding insurance coverage matters, such as advice and representation regarding coverage disputes; Other specialized services as requested by the Authority.

Areas of Expertise: All services described above, with the following exceptions:

Other than general personnel matters, recommendations will be made for outside counsel to handle personnel issues. It is our experience that participation by the General Counsel in personnel issues if not invoking actual conflicts – of – interest inevitably gives an appearance of such a conflict. In order to successfully work with Authority staff, it is advisable to have the General Counsel not take a stand on management versus employee issues. Outside counsel handles these situations most efficiently and with greater expertise.

Complex financial issues – including, specifically, issuances of debt instruments will be referred to outside counsel since this is a subject matter specialty.

Keeping Authority Informed: The Board Authority and Authority staff will be kept up-to-date about the status of litigation and other legal matters through written memoranda, where appropriate, and/or verbal responses to questions. Status of litigation, particularly, will be communicated to the Board Authority by confidential memo or at closed sessions.
Working with Chair and Board Members: As described above, the attorney proactively provides advice to the Chair and Board Members at meetings where some or all are present. The attorney should be available to respond well within 24 hours of any telephone call or email communication. A question asked by one Board Member will receive a response which is delivered to all.

Working with Staff: The Executive Director manages the day-to-day operation of the Authority and is assisted in this by a professional staff. The General Counsel works with the Executive Director in a collaborative manner and is available to provide advice to the Executive Director as well as services to staff as directed by the Executive Director. The most successful agencies are those in which attorney, Executive Director and staff members function as a team.

Use of Outside Counsel: It is anticipated that the majority of services required by the Authority can be provided by Atkinson•Farasy, LLP. As noted previously, other than general personnel matters, recommendations will be made for outside counsel in personnel issues and complex financial issues will also be referred to outside counsel. Fees charged by outside counsel, coupled with recognized expertise, are the most important factor in determining whom to use.

Costs/Benefits—Litigation: Evaluation of any case begins with an assumption that in the event the matter proceeds to trial, expenses will be at least $50,000. Recognizing the rapid buildup of costs in any lawsuit, attempts to settle should be made at the earliest opportunity. Firm members recognize, however, that sometimes an Agency may determine that the principles involved in a particular case outweigh costs.

Professional Activities: Both Mr. Hynes and Ms. Armento regularly attend the League of California City Attorney training conferences held in the Spring and Fall of each year. Both Mr. Hynes and Ms. Armento participate in a List Serve operated by the City Attorney Department of the League which keeps everyone abreast of current law and legal matters affecting public agencies. Ms. Armento is a past President of the City Attorney Department.

Management of Legal Costs: Time spent on any legal matter for the Authority will be tracked in tenths of an hour. This enables an ongoing review of costs for any particular project.
MARC G. HYNES RESUMÉ

EDUCATION:
J.D., Boalt Hall, University of California – 1970;
A.B., Psychology, University of California - 1967

EXPERIENCE:
Private law practice. Partner in the law firm of Atkinson-Farasy, LLP in Mountain View (1995-date). General Counsel San Martín County Water District (1995 to date). District Counsel San Lorenzo Valley Water District (2000 to date). District Counsel Cupertino Sanitary District (2014 to date); District Counsel Saratoga Fire District (2014 to date); Acting City Attorney, City of East Palo Alto (January-July 2016); Special Counsel, City of East Palo Alto (2015 to date).

City Attorney, Town of Atherton; Interim City Attorney, City of Cupertino; City Attorney, City of Los Altos; General Counsel for Cooperative Library Agency for Systems and Services (C.L.A.S.S.) City Attorney, City of Morgan Hill; Acting City Attorney, City of Sunnyvale; Acting City Attorney, City of Mountain View; Acting City Attorney, City of Milpitas.

Contract Assistant City Attorney for the City of Monte Sereno; Contract Assistant City Attorney Town of Los Altos Hills; Millbrae.

Special Counsel for the cities of East Palo Alto, Cupertino, Gilroy, Fremont, Milpitas, Sunnyvale, Mountain View, Portola Valley, South San Francisco and Campbell at various times.

General Counsel for the North Santa Clara County Waste Management Authority.

Deputy; Assistant; Senior Assistant; Acting City Attorney, Sunnyvale, California.


Legal Officer, X-Division Officer, Seventh Fleet Flagship, U.S.S. Oklahoma City (CLG-5).

BAR MEMBERSHIPS:
State of California, All Courts; United States District Court, Northern District; United States Court of Appeals, Ninth Circuit, United States Supreme Court.

COMMUNITY SERVICE:
Arbitrator, Superior Court, Santa Clara County. Official POST Trainer (Peace Officers Standards Training). Troop Committee Chair, Troop 33 Boy Scouts of America, Judge pro tem, Santa Clara County Superior and Municipal Courts. Captain, Judge Advocate General Corps, U.S. Navy Reserve (Retired); Captain, Naval Militia, State of California (Retired); Coach, AYSO Soccer, (Retired at my children’s request).
VALERIE J. ARMENTO RESUME

Education

Graduate: Juris Doctor 1977
Cornell University Law School; Ithaca, NY

Master of Regional Planning 1978
Cornell University College of Architecture, Art & Planning

Undergraduate: Bachelor of Arts Phi Beta Kappa, Summa Cum Laude 1973
Dartmouth College; Hanover, NH

Bar Admissions

State of California (All Courts) 1977
United States District Court, Northern District 1977
United States Court of Appeals, Ninth Circuit 1977
United States Supreme Court 1999

Current Legal Services Contracts

Santa Clara County Housing Authority General Counsel

The Santa Clara County Housing Authority is an independent local government entity and is the largest provider of affordable housing assistance in the county. It receives the majority of its program funding from (HUD). It has a seven-member Board of Commissioners.

Santa Clara Valley Habitat Agency General Counsel

A joint powers entity formed by the County of Santa Clara and the Cities of Gilroy, Morgan Hill and San Jose in April 2013 to implement the Santa Clara Valley Habitat Plan and Implementing Agreement for the long-term protection of ecosystems and biodiversity within the southern portion of Santa Clara Valley, and to provide incidental take authorization pursuant to the federal Endangered Species Act and the California Natural Community Conservation Act.

San Mateo County Pre-Hospital Emergency Medical Services Group General Counsel

A joint powers entity which provides first responder basic and advanced life support services prior to transport to the hospital throughout San Mateo County.
Local Government Counsel
(Consulting since leaving Sunnyvale)
See separate list of clients.

Employment History

City Attorney, City of Sunnyvale January 1991 to mid-October 2004, retired

Full time in-house city attorney, redevelopment agency counsel and financing authority counsel for diverse charter city of 135,000 residents and employment base of approximately 150,000, located in the "Heart of Silicon Valley." Provided full range of attorney services. Advised seven elected Council members and the following appointed Boards and Commissions: Arts, Bicycle and Pedestrian Advisory, Library, Child Care Advisory, Heritage Preservation, Housing and Human Services, Parks and Recreation, Personnel and Planning. Involved with development and initial operational configuration of the Sunnyvale Materials Recovery and Transfer (SMaRT) Station, including service mark registration.

City Attorney, City of South San Francisco July 1986 to December 1990

Full time in-house city attorney and redevelopment agency counsel for general law city with a residential population of 52,000 and a sizable industrial and commercial sector. Provided full range of attorney services. Advised elected officials including five Council members, City Clerk and City Treasurer, as well as appointed Boards and Commissions: Historic Preservation, Library, Parking Place, Parks and Recreation, Personnel and Planning. In January 1987 assumed the duties of Risk Manager for general liability issues and served as City representative on the Board of Directors of the Association of Bay Area Governments Pooled Liability Assurance Network (ABAG PLAN).

Assistant City Attorney, City of Hayward July 1983 to June 1986

Full time in-house assistant city attorney for full service charter city of approximately 100,000 residents. Primary areas of responsibility were Airport (general aviation), Community and Economic Development, Fire, Personnel and Planning Departments. Handled complex litigation and arbitration matters. Legal advisor to Planning Commission. Served as Acting City Attorney in absence of City Attorney.

Deputy City Attorney, City of Fremont October 1979 to June 1983

Full time in-house deputy city attorney for general law city with a population of roughly 90,000. Legal advisor to Planning Commission and Civil Service Board.
Professional Activities

Bay Area Air Quality Management District, Variance Hearing Board
    July 2015 to present  Attorney Member (Chair as of May 2017, Vice-chair June 2016)
    January 2007 to June 2015  Alternate Attorney Member

Cornell University Law School Alumni Association Executive Board of Directors
    July 2010 – June 2013

League of California Cities City Attorney Department
    Nominating Committee Chair 2004
    President 2002-2003
    First Vice-President 2001-2002
    Second Vice-President 2000-2001
    Seminar 2000 Committee 1999-2001

League of California Cities Administrative Services Policy Committee
    1999, 2000

Bay Area City Attorneys, President 1997

Cornell University College of Architecture, Art and Planning Advisory Council

League of California Cities Legislative Committee, 1992-1995

References  Available upon request

List of Publications and Presentations  Available upon request
VALERIE J. ARMENTO LOCAL GOVERNMENT COUNSEL CLIENT LIST

City of East Palo Alto

Four different stints between 2008 and 2016 (totaling over 5 years) as Interim City Attorney for 2.5 square mile general law multi-ethnic city of 35,000. Worked closely with Recology San Mateo County which provides compost, recycling, landfill collection and disposal services for city at Shoreway Environmental Center. Created comprehensive 2018 Development Code (Zoning Ordinance and Subdivision Manual).

City of Cupertino

Assist general law city of 54,000 with a variety of special projects in 2014 and 2015. Attend Planning Commission as necessary.

City of Daly City

Counsel to the Mobile Home Rent Review Commission for hearings on petitions for rent review filed in relation to the City’s only mobile home park.

City of San Leandro

Assisted City Council in resolving representation issue involving the law firm providing contract city attorney services. Negotiated tolling agreement and retention of third party counsel to deal with development dispute with Oakland International Airport.

County of Santa Clara

Contract counsel services provided in 2012 for 10 months to County Counsel.

North County Library Authority (JPA)

The NCLA, a JPA formed by Los Altos and Los Altos Hills, was considering funding two initiatives. Provided legal opinions as to whether NCLA parcel tax dollars could be used for the potential initiatives.

Santa Clara Valley Water District

Special Counsel to the primary water resource agency for Santa Clara County, serving approximately two million people in 15 cities, while office was understaffed during 2010.

City of Benicia

Analyzed and responded to four initiative proposals submitted by local citizen in spring 2011. None qualified for the ballot.

City of San Mateo

Acting Assistant City Attorney services for six months for charter city of 90,000. Regularly attended Planning Commission meetings.
City of Santa Clara

Served four months as part-time Interim City Attorney, Redevelopment Agency Counsel and Sports and Open Space Authority Counsel for charter city of 102,000 with an elected mayor, elected City Clerk and elected Police Chief (only elected chief in state). Provided in-house special counsel services for immediately preceding calendar year handling project backlog.

City of Santa Rosa

Development fee update and consistency review of the City’s Capital Facilities Fee Ordinance, Southwest Area Development Fee Ordinance and Southeast Area Development Fee Ordinance.

City of Napa

Part-time Interim City Attorney, Housing Authority Counsel, Redevelopment Agency Counsel, Parking Authority Counsel and Public Facilities Financing Authority Counsel for five months for charter city with a directly elected mayor and a population of 75,000.

City of Merced

Negotiated multiple pre-annexation development agreements for residential and mixed use tracts interested in annexing to the City. In 2019, updated development agreement template.

County of Nevada

Analyzed and devised strategy for dealing with public road vacation issues for rural county in Sierra Nevada mountains.
EDUCATION:
J.D., University of Santa Clara School of Law, 1980
A.B., Political Science, Stanford University, 1974

EXPERIENCE:
Private law practice. Partner in the law firm of Atkinson-Farasyn, LLP, Mountain View, California. General civil law practice.

Currently serving as District Counsel for the Burbank Sanitary District in San Jose, California, providing general advice and litigation support.

Served as Deputy City Attorney for City of Brisbane, City of East Palo Alto, City of Saratoga, and Town of Woodside. Services provided included litigating land use, California Environmental Quality Act, and Civil Rights Act cases; criminal and civil code enforcement; and drafting ordinances and resolutions.

Provided legal services for special litigation and code enforcement projects for the City of Cupertino, City of Los Altos, Town of Atherton, Town of Los Gatos and Montara Fire Protection District.

Experience in litigation in both state and federal trial and appellate courts. Reported appellate court decisions include, Hoehne v. County of San Benito, 870 Fed.2d 529; Beffa v. Bank of the West, 152 Fed.3d 1174; B&P Development Corp. v. City of Saratoga, 185 Cal.App.3d 949.

Served as law clerk with the Natural Resources Defense Council, San Francisco, and the Lands and Natural Resources Division, United States Attorney’s Office, San Francisco.

BAR MEMBERSHIPS:
State Bar of California
United States District Courts, Northern, Eastern and Central Districts, California
United States Court of Appeals, Ninth Circuit

COMMUNITY SERVICE:
Former member, Board of Directors, People Who Care Recycling Center; Judge Pro Tem, Santa Clara County Superior Court, Small Claims Division; former member, Board of Directors, Sunnyvale Southern Little League Baseball
WEST CONTRA COSTA INTEGRATED WASTE MANAGEMENT AUTHORITY PROPOSAL
REFERENCES

Patrick S. Kwok
President
Board of Directors
Cupertino Sanitary District
pkwok@cupertino sanitarydistrict.org

Joseph Long, Sr.
President
Board of Commissioners
Saratoga Fire District
jlong@saratogafire.com

Sean Charpentier
Acting City Manager
City of East Palo Alto
2415 University Avenue
East Palo Alto, CA 94303
scharpentier@cityofepa.org

Carlos Romero
Mayor/Councilmember/Planning Cmr.,
City of East Palo Alto
2211 Ralmar Avenue
East Palo Alto, CA 94303
cromero_ezln@yahoo.com
1. The Firm currently provides services under a fee-for-service basis or on a retainer basis for the following:

   City of East Palo Alto – Special Counsel Services
   Cupertino Sanitary District – General Counsel Services
   Saratoga Fire District -General Counsel Services
   Santa Clara County Housing Authority – General Counsel Services
   San Martín County Water District – General Counsel Services
   Santa Clara Valley Habitat Agency – General Counsel Services
WEST CONTRA COSTA INTEGRATED
WASTE MANAGEMENT AUTHORITY PROPOSAL
FEE SCHEDULE

<table>
<thead>
<tr>
<th>Monthly retainer - $5,000</th>
<th>Attendance at all regular and special Board meetings, staff meetings as required, communications with the Authority and legal work provided under the retainer.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hourly rate for attorneys for extra or specialized work</td>
<td>Extra or specialized work which would be billed in addition to basic services at the rate of $275 per hour includes:</td>
</tr>
<tr>
<td></td>
<td>1. Detailed work on elections and referendum, recall and initiative processes;</td>
</tr>
<tr>
<td></td>
<td>2. Assistance in preparation and review of non-routine legal documents related to the conduct of the Authority’s business affairs, lengthy ordinances and resolutions, complex easements, and deeds of trust, multiple party agreements, long-term leases, unique certificates, contested property acquisitions, or troublesome dispositions.</td>
</tr>
<tr>
<td></td>
<td>3. Appeals from personnel actions.</td>
</tr>
<tr>
<td></td>
<td>4. Representation of Authority in litigation and/or arbitration, administrative hearings and court proceedings.</td>
</tr>
<tr>
<td></td>
<td>5. Protracted negotiations with respect to Authority contracts, joint powers agreements, real estate transactions, and permits.</td>
</tr>
</tbody>
</table>

Management of Legal Costs: Time spent on any legal matter for the Authority is tracked in tenths of an hour. This enables an ongoing review of costs for any particular project.

Expense Reimbursement: Expenses for which reimbursement would be sought would involve document reproduction charged at $.10 per page, fax documents charged at $.25 per page and any filing or service fees incurred in connection with litigation. Expenses incurred for expert witnesses or reporters at depositions will be based upon the charges from those individuals. Members of the firm do not charge for mileage. No administrative surcharges are added to reimbursable expenses. The firm bears all expenses related to support staff and general overhead, including legal research costs.
Exhibit A - Proposal Authorization and Acknowledgement Form

NAME OF PROPOSER: MARC G. HYNES

ORGANIZATION: ATKINSON-FARASYN, LLP

1. The undersigned is a Proposer under this RFP and possesses the legal authority to submit this Proposal.

2. The undersigned is authorized to conduct all negotiations for and legally bind the Proposer in all matters relating to this Proposal submittal.

3. The undersigned certifies that this Proposal is irrevocable until June 5, 2019 (minimum of 120 days from submittal).

4. The undersigned acknowledges that the Agency reserves the following rights and options related to proposals submitted in response to the RFP:
   - Award an agreement for services described in this RFP.
   - Reject all proposals and continue with the Authority’s current Legal Counsel for a temporary or permanent period of time;
   - Reject any proposal.
   - If during the course of negotiations with a selected PROPOSER, the AUTHORITY determines in its sole discretion that an acceptable Agreement cannot be negotiated, the AUTHORITY reserves the right to suspend negotiations with that PROPOSER and begin negotiations with another PROPOSER. Also, the AUTHORITY reserves the right to undertake simultaneous negotiations of the final Agreement with more than one PROPOSER.
   - Waive defects and/or irregularities in any proposal.
   - Request from any PROPOSER at any time during the evaluation process, clarification of any information contained in the proposal.
     - Conduct interview(s) with any PROPOSER(s).
     - Negotiate terms and conditions that are different from those described in this RFP and Agreement.
     - Contact references provided and seek information from any client with which the PROPOSER has done business.
     - Take other such action that best suits the needs of the AUTHORITY and/or its citizens.

[Signature]

Marc G. Hynes
The undersigned has carefully reviewed the forms of Agreement contained in the RFP and is prepared to agree to the terms and conditions stated therein.

The undersigned has carefully reviewed the forms of Agreement contained in the RFP and is prepared to agree to the terms and conditions of the forms with the proposed modifications attached hereto. (Proposer must attach any proposed modifications to the Form of Agreement.)

Print Name: MARC G. HYNES
Title: ATTORNEY AT LAW
Organization: ATKINSON-FARASYN, LLP
Telephone: 650-967-6941
Facsimile: 650-967-1395
E-Mail Address: hynes.marc@gmail.com

Signature: [Signature] Date: 2/5/19
Proposal to Provide
Legal Counsel and Legal Services

Presented to:
West Contra Costa Integrated Waste Management Authority (RecycleMore)

February 5, 2019

Joshua Nelson
500 Capitol Mall, Suite 1700
Sacramento, California 95814
(916) 551-2859
Joshua.Nelson@bbklaw.com
# TABLE OF CONTENTS

I. COVER LETTER ................................................................................................................................. 1  

II. FIRM OVERVIEW .............................................................................................................................. 3  
   A. Firm History, Organization, and Areas of Practice ................................................................. 3  
   B. Location Experience ............................................................................................................... 3  
   C. Firm Experience and Qualifications ..................................................................................... 4  

III. LEAD COUNSEL/TEAM ................................................................................................................... 10  
    A. Joshua Nelson, Partner – Lead Counsel ............................................................................. 10  
    B. Heather Lee, Of Counsel – Backup Lead Counsel ............................................................... 10  
    C. Stacey N. Sheston, Partner – Labor & Employment ............................................................ 12  
    D. Sarah E. Owsowitz, Of Counsel – CEQA/Environmental Matters .................................. 13  

IV. REFERENCES ................................................................................................................................. 14  

V. ADMINISTRATIVE PROCEDURES .................................................................................................. 15  

VI. COMPENSATION ............................................................................................................................ 16  
    A. Hourly Rates ....................................................................................................................... 16  
    B. Reimbursements ..................................................................................................................... 16  

VII. OTHER INFORMATION .................................................................................................................. 17  

APPENDIX A ...................................................................................................................................... REQUIRED FORMS
I. COVER LETTER

February 1, 2019

VIA EMAIL AND OVERNIGHT DELIVERY

Stan Hakes, Executive Director
Proposal for Legal Service
13831 San Pablo Ave. Bldg. #5
San Pablo, California 94806

Re: Response to Request for Proposal for Legal Counsel and Legal Services

Dear Mr. Hakes:

On behalf of Best Best & Krieger LLP (BB&K), I am pleased to enclose our proposal to provide legal counsel services to the West Contra Costa Integrated Waste Management Authority (RecycleMore). BB&K is the most qualified law firm to assist RecycleMore for several reasons.

Focused Legal Counsel. At BB&K, we understand the importance of efficient and effective solid waste disposal. We will help RecycleMore accomplish its goals by providing legal counsel for land acquisition, leasing agreements, compliance with CalRecycle and other regulations, and labor relations. As a partner at BB&K, my practice is focused on serving as general counsel and special counsel to public agencies, including joint powers authorities, that are responsible for municipal solid waste management. Because of my experience, I understand the legal needs of RecycleMore and am well qualified to provide comprehensive and cost-effective legal services.

Established Experience. Established in 1891, BB&K has provided legal services to cities, counties, special districts, joint powers authorities, and other public agencies for 128 years. Our attorneys currently represent more than 700 special districts as general or special counsel. As a nationally recognized leader in municipal and environmental law, we efficiently, intelligently, and meaningfully assist our public agency clients with complex, multi-disciplinary issues and provide creative solutions.

Full Service Firm. BB&K is a full-service law firm with over 200 attorneys working in nine California offices and one Washington D.C. office, delivering effective, timely, and service-oriented solutions to complex legal issues facing public agencies, businesses, and individuals. BB&K has established a reputation as California’s preeminent public agency law firm providing comprehensive services on every legal issue that may be encountered by a public agency. We offer an unparalleled breadth and depth of legal experience with the availability, responsiveness, and cost-effectiveness of a local firm.

Effective Communication. Communication is the cornerstone of our legal services. First and foremost, our goals are to understand RecycleMore’s expectations and needs, provide timely and accurate responses to requests, anticipate and identify any potential legal pitfalls, and cultivate an effective and efficient working relationship. BB&K attorneys are always available and accessible to accommodate client needs, and we understand that time-sensitive demands require special attention.
BB&K proposes that I, Joshua Nelson, serve as lead attorney for RecycleMore. I will be the primary contact, will supervise all legal work provided by BB&K, and will be responsible for ensuring the responsiveness of legal services should we earn the legal counsel services contract. My contact information is as follows:

Joshua Nelson, Partner
Direct Phone: (916) 551-2859
Email: joshua.nelson@bbklaw.com

500 Capitol Mall, Suite 1700
Sacramento, CA 95814
Phone: (916) 325-4000

We appreciate your consideration of our proposal. Please let me know if I can answer any questions or if you would like to further discuss this proposal.

Sincerely,

Joshua Nelson
of BEST BEST & KRIEGER LLP
II. FIRM OVERVIEW

A. Firm History, Organization, and Areas of Practice

BB&K is a limited liability partnership that has been in business for 127 years. We are a full-service law firm composed of 220 attorneys, 30 paralegals, and approximately 150 secretarial and administrative staff. BB&K consists of equity and non-equity partners, of counsels, associates, and governmental affairs directors as well as administrative directors, paralegals, and administrative staff.

In order to serve our clients local and national interests, BB&K maintains nine offices throughout California and one office in Washington, D.C. We deliver effective, timely, and service-oriented solutions to complex legal issues facing public agencies, businesses, and individuals across the U.S. and internationally.

Our areas of practice include:

- Bankruptcy
- Business planning & transactions
- Education law
- Eminent domain
- Employee benefits
- Environmental law & natural resources
- Estate planning, probate, & trust administration
- Transportation
- Labor & employment
- Litigation
- Municipal law
- Public finance
- Real estate
- Redevelopment, economic development, & housing
- Special districts
- Intellectual property

B. Location Experience

BB&K has an office in Walnut Creek, CA and serves as city attorney to the cities of Clayton, Lafayette, and Pleasant Hill. In addition, we serve as general counsel to Contra Costa Transportation Authority and Lamorinda School Bus Authority. Our attorneys have been serving clients throughout Northern California, including public agencies in the East Bay, for a decade. Since many of our attorneys work and live in the Bay Area, we are strongly tied and committed to the community.

We pride ourselves on our responsiveness to our clients. Due to our Walnut Creek office’s proximity to RecycleMore, we will always be available to assist you on short notice.
C. Firm Experience and Qualifications

Established in 1891, BB&K is the most experienced and largest full-service public agency law firm in California, and our attorneys are especially well qualified to provide the highest quality legal representation. Our professionals focus on virtually all practices of law that may confront a public agency. BB&K currently serves as city attorney to 48 cities and either as general or special counsel to more than 700 public agencies. Our Public Agency Law practice group focuses solely on helping public clients successfully maneuver through legal complexities and governmental mandates. Because BB&K has a history of extensive involvement in all aspects of public agency law, we have pioneered methods to deliver advisory and litigation services in a comprehensive and cost-effective manner. Our methods and approach ensure the highest quality and most timely representation available in California.

BB&K is an active member of numerous state and national public law organizations and associations, such as the California Special Districts Association, the California Association of Sanitation Agencies, the League of California Cities, the Independent Cities Association, and the Association of California Water Agencies. Our attorneys regularly present papers at association conferences and serve on organization and association committees.

BB&K is dedicated to keeping our attorneys and clients up to date on current issues in public agency law. We regularly prepare and distribute e-bulletins on important cases and legislation in order to keep our clients informed. The firm's Public Agency Law practice group meets monthly to discuss new legislation, case law, and how to better serve clients.

**Brown Act**

BB&K provides advice regarding the interpretation and application of the Ralph M. Brown Act (Open Meeting Law) to our public agency clients. Advice often pertains to:

- Requirements for agenda preparation, posting, and distribution
- Closed session topics and reporting
- Notices and agendas for special and emergency meetings
- Adding agenda items after an agenda is posted
- Conducting meetings by teleconference
- Application of Brown Act to committees of official bodies
- Avoiding violations and penalties

We also defend challenges to our clients’ compliance with the Brown Act.
**Public Records Act**

BB&K advises clients on all aspects of California’s open government laws, including the Public Records Act. We brief our clients on pertinent pending legislation and cases. With the emergence of new technology, we advise clients regarding the use of email, records retention, and the public’s right to access electronic information.

We regularly speak at seminars and workshops regarding updates concerning the Public Records Act and email and technology issues. In addition, our attorneys were involved in the preparation of the League of California Cities new book on the Public Records Act.

**Conflicts of Interest**

BB&K provides advice to elected and non-elected public officials regarding conflicts of interest laws including:

- Political Reform Act (Government Code § 81000 et seq.)
- Self-interested contracts (Government Code § 1090)
- Campaign contribution conflicts (Government Code § 84308)
- Incompatibility of public offices

**Solid Waste**

BB&K represents clients in all areas of solid waste, including negotiating, drafting, and enforcing solid waste franchises. A number of our clients own, lease, or operate landfills, transfer stations, and other permitted disposal facilities. BB&K has assisted these clients with closure/post-closure, permitting, and all manner of regulatory compliance for disposal facilities.

Our attorneys have experience advising clients regarding meeting and exceeding diversion and recycling requirements, including construction and demolition ordinances, commercial recycling regulations, organic waste programs, and grease capture and food waste requirements. Diversion and recycling has become an especially important and difficult area due to National Sword/Green Shield and similar efforts by national governments to restrict the import of recyclable materials and the resulting market disruptions. BB&K has helped clients evaluate and address market changes in their solid waste and recyclable franchises, impacts on agency-owned or operated facilities and programs, and associated proposed regulatory and legislative changes.

Furthermore, BB&K is taking a proactive approach to Senate Bill (SB) 1383 and upcoming CalRecycle regulations. The proposed regulations will substantially impact local agencies; beginning to consider these changes now will assist agencies in meeting these requirements in 2020-2025.

**Fees, Taxes, and Assessments**

BB&K attorneys provide extensive legal advice to public agencies throughout California on revenue matters associated with the adoption, levy, and defense of taxes, fees, charges, and assessments. We take an active role in helping clients meet the requirements of Propositions 13, 62, 218, and 26. Additionally, we were a major donor to the campaign to pass Proposition 1A. Now, we assist clients in understanding and implementing the opportunities Proposition 1A presents. Our experience
enables us to facilitate the current shift of decision-making power regarding revenue matters from elected officials to property owners and registered voters.

We regularly advise our clients’ municipal finance departments on issues regarding the imposition, collection, and maintenance of appropriate business license fees. We have experience relating to franchise fees from cable television, solid waste and recycling services, and oil pipelines. We frequently work with clients to resolve issues concerning the distribution and sale of gas, water, solar power, and electricity. We have advised solid waste clients with landfills, transfer stations, and materials recovery facilities on tipping and processing fee adoption. Moreover, we have helped public agencies to understand the complex interplay between state laws governing the management of regional retirement systems and federal laws relating to the tax treatment of certain arrangements and/or transactions.

In addition, we are exceptionally experienced with the Employee Retirement Income Security Act of 1974 (ERISA). Our attorneys have dealt with provisions that apply to the retirement plans of public agency clients and state laws that apply to state, regional, and local public agency retirement and deferred compensation plans. For instance, we have in-depth knowledge of applicable provisions of the California Constitution; laws applicable to municipal retirement plans; and, in particular, the Public Employees’ Retirement Law.

**CEQA/Land Use/Environmental/Hazardous Materials**

One of BB&K’s core functions is to provide land use and planning services to our clients. We work on every aspect of the land use and planning process, from general plans to specific plans, from tentative maps to conditional use permits, and from development agreements to zoning codes. We work closely with staff and elected officials to advise on all planning matters. In addition, BB&K assists clients with the legal review of specialized land use matters such as wireless communication land use regulatory issues, negotiation and drafting of development agreements, the Subdivision Map Act and Permit Streamlining Act, sign regulations, impact fees, dedications, conditions and exactions, and growth control measures.

BB&K’s expertise in the California Environmental Quality Act (CEQA) is recognized throughout California, where we are known for our ability to handle the complete CEQA environmental review and approval process for large-scale public and private development projects. Our attorneys have assisted hundreds of clients through all aspects of the CEQA and land use entitlement process, from document preparation to any subsequent litigation. We also represent clients with pre-project planning and strategy before CEQA is triggered to minimize legal and project costs and to improve clients’ environmental documents. BB&K prepares local CEQA guidelines on behalf of more than 70 public agency clients, including cities, school districts, water districts, and special districts.

BB&K’s water, bankruptcy, solid waste, real estate, and litigation practices have provided the impetus for the development of a comprehensive hazardous waste practice over the past several decades. Lender liability and the potential exposure of property owners trigger a complex set of procedures affecting real estate transactions. BB&K assists clients with due diligence requirements and site audits as a part of phase one, two, and three studies. When hazardous waste problems emerge, our attorneys represent clients in efforts to work with the appropriate regulators to remediate property and recover the costs of site remediation.
Where hazardous waste problems result in cleanup, cost recovery, or tort litigation, we will negotiate, defend, and advocate for our clients’ interests. Recognizing the high cost and disruption often associated with litigation, we strive to resolve lawsuits quickly, efficiently, and professionally.

**Ordinances/Resolutions**

Virtually every BB&K attorney is trained in drafting ordinances and resolutions. We tailor our agreements to individual client needs. For some clients, we draft all ordinances and resolutions; for others, we review staff drafts for legal sufficiency. Moreover, we have assisted clients in sophisticated enforcement issues requiring the application of overlapping policies and procedures, rules and regulations, ordinances, easements, and other enforcement measures. We frequently assist our clients with development of various policies and procedures, including IT access and privacy and use policy development and implementation.

**Contracts and Transactions**

BB&K is well versed in issues relating to public contracts in the agency formation context. We have successfully managed assignment of numerous contracts under relevant constitutional prohibitions relating to impairment. Our services include preparation and review of contract specifications and required bidding documents as well as the negotiation and drafting of professional services agreements, including work by consultants of all kinds.

In order to keep legal costs down, we have developed model contracts for virtually every contracting situation faced by our public agency clients. Our model contracts allow clients to operate effectively and with the highest level of legal protection. Of course, when litigation arises, our litigators are experienced in providing the best representation available.

**JPA Experience**

BB&K is highly experienced in forming joint powers authorities (JPAs) and representing them once they are formed. Our attorneys represent numerous clients that are either members of JPAs or are themselves JPAs.

BB&K recently assisted the cities of Davis and Woodland with the formation of a JPA for a new water intake facility along the Sacramento River. As a result of the joint project, the new JPA owns and manages the water intake facility and provides a new source of water to both cities to meet state water quality requirements.

Our current JPA clients include:

- Amador Regional Sanitation Authority
- Big Bear Fire Authority
- Big Independent Cities Excess Pool JPA
- Community College League of California’s Retiree Health
- Dixon Watershed Real Property
- Acquisition JPA
- Bay Area Regional Interoperable Communications Systems JPA
- Sacramento Metropolitan Cable Television Commission
- California Fire & Rescue Training Authority
- Desert Mountain Special Education Local Plan Area (SELPA)
- CPS HR Consulting
BB&K routinely provides legal advice and services in all aspects of public contracting ranging from construction to risk management. We prepare sophisticated public works bid packages and contract documents and purchasing and other related contracts tailored to individual clients’ objectives. Further, we frequently help our clients avoid construction and other contract disputes. Our team has extensive experience with bid protests and other contract award issues, both patent and latent construction defects, contractor and subcontractor performance issues, contract claims, contractor default issues, prompt payment disputes, liquidated damages issues, performance and payment bond issues, contract scheduling, and dispute resolution. We provide advice regarding compliance with competitive bidding, prevailing wage laws, and state and federal procurement laws. Lastly, we assist special districts with complex negotiations and litigation matters relating to public works projects.

**Labor and Employment Law**

BB&K provides public employers with a full range of legal counsel and litigation services for all types of workplace issues and needs. A wide range of public sector employers turn to BB&K for representation in all aspects of labor and employment law. When necessary, our lawyers provide a vigorous defense in discrimination, harassment, wrongful termination, wage and hour, and other labor and employment litigation.
Because labor and employment problems often involve high stakes and intense time pressure, we are committed to giving employers highly responsive service. We counsel our clients on all aspects of employment law and human resources management issues, including wage and hour standards, workers’ compensation, layoffs, employee termination, discipline matters, and personnel policies. When workplace concerns arise out of the collective bargaining process, we handle contract negotiations; impasse procedures; grievance and arbitration proceedings; union representation proceedings; and unfair labor practice charges before local, state, and federal agencies.

Our attorneys regularly represent employers before the National Labor Relations Board, the Public Employment Relations Board, the California Department of Fair Employment and Housing, the U.S. Equal Employment Opportunity Commission, the U.S. Department of Labor and State Labor Commissioner, and the Division of Occupational Safety and Health as well as before public agency personnel boards and civil service commissions. We are committed to being a part of the solution to our employer clients’ labor issues whether through counseling, negotiations, or litigation.

**Litigation**

Because BB&K has a history of extensive involvement in litigation on behalf of our municipal clients, we understand how to deliver advisory and litigation services in a comprehensive and cost-effective manner. Our approach ensures the highest quality and most timely representation available in California. It would be hard to find another law firm in California that has the experience that BB&K possesses in municipal law and municipal law litigation.

One of the hallmarks of BB&K is its ability to offer municipal and public agency clients a full range of litigation support. Drawing on the experience and expertise of more than 100 attorneys spanning many decades, BB&K is able to handle all of RecycleMore’s potential litigation needs, including those in labor and employment, contracts, construction, energy, transportation, redevelopment, environmental issues, condemnation and eminent domain, assessment foreclosures, education, land use, CEQA, and water.
III. LEAD COUNSEL/TEAM

A. Joshua Nelson, Partner – Lead Counsel

Joshua (Josh) Nelson is a member of BB&K’s Municipal Law practice group and provides city attorney and general counsel services to numerous clients. Josh is city attorney for the cities of Gustine and Jackson. He serves as general counsel for the Alpine Springs County Water District, Beckwourth Fire District, Grizzly Ranch Community Services District, Lassen Regional Solid Waste Management Authority, Kings Waste and Recycling Authority, North Tahoe Public Utility District, Plumas-Eureka Community Services District, and Tahoe Resource Conservation District. Josh acts as assistant general counsel for the Citrus Heights Water District and Sacramento Metropolitan Cable Television Commission.

In addition to general governance issues, Josh focuses on solid waste, Proposition 218 and 26 compliance, and general utilities issues. Josh assists clients with all manner of solid waste issues, including franchising, landfill, leasing, permitting and closure/post-closure compliance, diversion requirements, and construction and demolition programs.


B. Heather Lee, of Counsel – Backup Lead Counsel

Heather Lee is a member of BB&K’s Municipal Law practice group and provides city attorney and general counsel services to numerous clients. Heather is city attorney for the cities of Gustine and Jackson. She serves as general counsel for the Alpine Springs County Water District, Beckwourth Fire District, Grizzly Ranch Community Services District, Lassen Regional Solid Waste Management Authority, Kings Waste and Recycling Authority, North Tahoe Public Utility District, Plumas-Eureka Community Services District, and Tahoe Resource Conservation District. Heather acts as assistant general counsel for the Citrus Heights Water District and Sacramento Metropolitan Cable Television Commission.

In addition to general governance issues, Heather focuses on solid waste, Proposition 218 and 26 compliance, and general utilities issues. Heather assists clients with all manner of solid waste issues, including franchising, landfill, leasing, permitting and closure/post-closure compliance, diversion requirements, and construction and demolition programs.

Heather Lee has more than 26 years of experience in land use, environmental law, municipal law, and other public agency matters. She has a deep passion for her practice, and her career has covered the full gamut of issues touching upon land use and development in California. She has particular experience in planning and zoning, environmental review including CEQA and the National Environmental Policy Act (NEPA), subdivisions, wetlands and endangered species, water supply, and general municipal law.

Prior to joining BB&K as of counsel in the firm’s Walnut Creek office, Heather served as supervising deputy city attorney of the City of Oakland Land Use, Development, and Building Services Department. There, she handled all aspects of land use advice, permitting, and environmental review. She served as lead counsel for the planning commission and planning and building services department on all aspects of municipal and public agency law.

Heather advised the City of Oakland on numerous high-profile, public-private partnerships, including:

- The 918-residential-unit Oak Knoll Naval Hospital redevelopment project
- The Brooklyn Basin redevelopment project involving 3,100 residential units; 200,000 square feet of commercial space; and 32 acres of parkland
- The 500-residential-unit Leona Quarry mine reclamation project
- Numerous transit-oriented developments, including projects adjacent to the MacArthur, Coliseum, and Fruitvale BART stations
- Numerous development efforts involving the Port of Oakland, including the Oakland Army Base and Jack London Square

Heather also advised the City of Oakland on preparation of critical specific plans to provide for streamlined environmental review and permitting in West Oakland, the Oakland Coliseum area (including planning efforts for Oakland’s professional sports teams), Central City East, and downtown Oakland. She was the lead attorney for development of new transportation, air quality, and other CEQA thresholds and standards to address California climate change legislation. In addition, Heather advised on preparation and adoption of the city’s first citywide transportation and infrastructure impact fee program. She also offered guidance on a citywide zoning update, which superseded regulations in place for more than 50 years.

Heather has extensive experience negotiating and drafting complex, multi-party development agreements, facilities agreements, and litigation settlement agreements.

Heather was previously a partner at Downey Brand in Sacramento, where she handled CEQA review and permitting for a wide range of water, wastewater, and development projects. She negotiated and drafted agreements to successfully complete a cutting-edge water transfer to support development of the 10,000-residential-unit Dougherty Valley project in Contra Costa County.
C. Stacey N. Sheston, Partner – Labor & Employment

<table>
<thead>
<tr>
<th>Phone:</th>
<th>(916) 551-2099</th>
</tr>
</thead>
<tbody>
<tr>
<td>Email:</td>
<td><a href="mailto:stacey.sheston@bbklaw.com">stacey.sheston@bbklaw.com</a></td>
</tr>
<tr>
<td>Location:</td>
<td>Sacramento</td>
</tr>
<tr>
<td>Education:</td>
<td>University of California, Davis, J.D.; Drake University, B.A., cum laude</td>
</tr>
<tr>
<td>CA Bar Number:</td>
<td>186016 (1996)</td>
</tr>
</tbody>
</table>

Stacey N. Sheston is a partner in the Labor & Employment practice group of BB&K. She is also a member of the firm’s executive committee. Prior to joining BB&K, she was a shareholder, practice group leader, and chief talent officer on the management committee of McDonough Holland & Allen in Sacramento.

Stacey’s practice includes day-to-day employment advice, such as dealing with problem employees (including discipline and terminations), handling harassment complaints and investigations, responding to requests for disability accommodations, addressing wage and hour and leave of absence questions, responding to grievances and unfair practice charges, and drafting employment agreements, handbooks, and policies. On the litigation side, Stacey represents employers in mediations, arbitrations, administrative hearings, and court proceedings (including jury and non-jury trials) arising out of employment matters, including wrongful termination, breach of contract, unpaid wages, harassment, discrimination, and retaliation.

Stacey is a member of the State Bar of California, the Employee Relations Policy Committee of the League of California Cities, the Sacramento County Bar Association Labor & Employment Section, Women Lawyers of Sacramento, and the California Public Employers Labor Relations Association. She is also former editorial chair of, and contributor to, the personnel chapter of the Municipal Law Handbook (CEB 2010).

From 2012 to 2017, Stacey was named by her peers as a “Northern California Super Lawyer” for employment and labor law. She is admitted to the U.S. District Court for the central and eastern districts of California and the Ninth Circuit U.S. Court of Appeals.
D. Sarah E. Owsowitz, Of Counsel – CEQA/Environmental Matters

Phone: (925) 977-3308
Email: sarah.owsowitz@bbklaw.com
Location: Walnut Creek
Education: University of Minnesota Law School, J.D.;
University of Minnesota, Twin Cities, M.P.;
University of Chicago, B.A.
CA Bar Number: 202783 (1999)

Sarah E. Owsowitz’s practice focuses on CEQA advice and litigation, with a particular concentration on large-scale development, renewable energy, and water projects as well as projects with significant cultural resource issues. Sarah is of counsel in BB&K’s Environmental Law & Natural Resources practice group.

Sarah represents both public and private clients in administrative proceedings and litigation involving CEQA as well as state and local planning and zoning laws. In particular, she has substantial experience in obtaining entitlements and preparing and defending environmental impact reports for large-scale retail and logistics projects, hospital retrofits, and renewable energy projects. Of note, Sarah successfully defended against challenges to the adequacy of environmental impact reports and site plans for large-scale grocery stores in Venturans for Responsible Growth v. City of Ventura (2013) [unpublished decision]; Erickson et al. v. City of Clovis (2012) [unpublished decision]; Citizens for Responsible Growth v. City of Bakersfield (2010) [unpublished decision]; and Tracy First v. City of Tracy (2009) 177 Cal.App.4th 912. She also successfully defended her client against an attempt to file a challenge to a water supply assessment in California Water Impact Network v. Newhall County Water District et al. (2008) 161 Cal.App.4th 1464.

Sarah is the author of multiple CEQA and land use-related articles and lectures regularly on topics such as current trends in CEQA case law, the use of the joint defense privilege by public agencies, and the preparation and defense of water supply analyses in CEQA documents.

Sarah serves on the Association of Environmental Professionals Statewide Legislative Committee, advising on CEQA legislation, and the California Special District Association’s Legal Advisory Working Group. In 2017, the Daily Journal recognized her with the prestigious “California Lawyer Attorney of the Year Award” for environmental law. She was included in Super Lawyers Business Edition for her work in environmental law in 2015. Northern California Super Lawyers selected her as a “Northern California Super Lawyer for Land Use Law” from 2013 to 2017, named her a “Northern California Rising Star for Land Use Law” from 2009 to 2012, and placed her on its list of “Top Women Attorneys in Northern California” in 2014, 2015, and 2016.

Prior to joining BB&K, Sarah worked with Cox Castle & Nicholson and Morrison & Foerster. Before that, she served as deputy city attorney for the City of San Francisco and County of San Francisco for nearly seven years.
IV. REFERENCES

Please do not hesitate to contact any of the following references for a more in-depth discussion of our ability to provide legal services for RecycleMore.

<table>
<thead>
<tr>
<th>BB&amp;K References</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Tom Valentino</strong>, Authority Manager</td>
</tr>
<tr>
<td>Lassen Regional Solid Waste Management Authority</td>
</tr>
<tr>
<td>170 Russell Ave Suite X</td>
</tr>
<tr>
<td>Susanville, CA 96130</td>
</tr>
<tr>
<td>Phone: (530) 252-1273</td>
</tr>
<tr>
<td>Email: <a href="mailto:tomvalentino.chico@gmail.com">tomvalentino.chico@gmail.com</a></td>
</tr>
</tbody>
</table>

| **Doug Dunford**, City Manager   |
| City of Gustine                  |
| 352 Fifth Street                 |
| Gustine, CA 95322                |
| Phone: (209) 854-6471            |
| Email: ddunford@cityofgustine.com |

| **John Russo**, City Manager City of Irvine |
| Former City Attorney of Oakland     |
| 1 Civic Center Plaza                |
| Irvine, CA 92606                    |
| Phone: (949) 724-5246               |
| Email: cm@cityofirvine.org          |
V. ADMINISTRATIVE PROCEDURES

We internally track our legal costs to ensure that agreed-upon billing arrangements are not exceeded. Our accounting department is well equipped to run detailed reports reflecting our billing history and trends. RecycleMore will receive invoices reflecting the activity of each billing professional (attorney/clerk/paralegal) in detail as to date, amount of time, nature of work performed, and cost. We will make sure to input as much detail in our billing entries as RecycleMore needs to track reimbursable legal expenses.

In addition, we employ a number of techniques to contain legal costs. We will work with RecycleMore to ensure that staff does not rely on general counsel to perform non-legal work. We can provide standard agreements for RecycleMore staff to use, reducing our involvement and your costs.

Effective communication is foundational to our legal services. Our primary goals in working with RecycleMore are to understand your expectations and needs, provide timely and accurate responses to your requests, anticipate and identify any potential legal pitfalls, and cultivate a successful, long-term working relationship. Josh and his team will be available and accessible to accommodate your needs; we understand that time-sensitive demands require special attention. Proposed Lead Counsel Josh Nelson will return phone calls as quickly as possible, frequently check email, and promptly answer routine inquiries. For inquiries on more complex matters, Josh will respond as soon as possible and outline the timeframe for handling the matter, noting any deadline or other timing requirements. One of our top priorities will be to keep RecycleMore informed of all new developments and findings on a regular basis. BB&K is confident that our staff will effectively and efficiently meet RecycleMore’s daily legal needs and any future litigation needs.

For special legal services, BB&K will create a unique team consisting of support staff, paralegals, and attorneys to streamline as many tasks as possible. Each member of the team will be chosen in light of his or her specific strengths. Team members will take on individual responsibilities and accomplish tasks in accordance with RecycleMore’s needs. Our service delivery method will ensure that all of your legal needs are met quickly and in the most efficient manner.
VI. COMPENSATION

BB&K recognizes the need to keep legal costs under control. We have a longstanding commitment to the affordable delivery of legal services to municipalities and public agencies. Given the depth and breadth of our experience, we often get the job done in much less time, resulting in lower overall costs.

A. Hourly Rates

BB&K proposes the following hourly rates to RecycleMore:

<table>
<thead>
<tr>
<th>Personnel</th>
<th>Non-Litigation Hourly Rate</th>
<th>Litigation Hourly Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Partner</td>
<td>$290</td>
<td>$325</td>
</tr>
<tr>
<td>Of Counsel</td>
<td>$275</td>
<td>$300</td>
</tr>
<tr>
<td>Associate</td>
<td>$240</td>
<td>$270</td>
</tr>
<tr>
<td>Jr. Associate</td>
<td>$225</td>
<td>$240</td>
</tr>
<tr>
<td>Paralegal</td>
<td>$130</td>
<td>$140</td>
</tr>
<tr>
<td>Law Clerk</td>
<td>$120</td>
<td>$130</td>
</tr>
</tbody>
</table>

B. Reimbursements

BB&K does not charge for routine word processing, legal assistants, clerical costs, administrative support staff, secretarial costs, and office costs, including telephone and fax charges. Reimbursement of costs advanced by BB&K on behalf of RecycleMore as well as other expenses will be billed at actual cost. These currently include, but are not limited to, travel costs (mileage) at the IRS authorized rate; actual expenses for being away from our offices on RecycleMore business; postage; legal research; and any cost of printing or reproducing documents, photographs, or other items necessary for legal representation. BB&K will not charge attorney time from Sacramento to attend any meetings.
VII. OTHER INFORMATION

BB&K has the experience of a large national firm, low specialized legal rates, and a unique understanding of public agency law. We are the largest firm in California whose practice is primarily focused on the representation of public entities. Our large public agency practice means that we work in the public interest and on many of the most challenging issues our society faces today. Our experience with local public agencies, especially those in the Bay area, combined with our nationally recognized practice in municipal and environmental law, will allow us to efficiently, intelligently, and meaningfully assist RecycleMore with complex, multi-disciplinary issues and provide creative solutions to its problems. We will successfully guide RecycleMore through legal complexities and governmental mandates.

We are able to offer special districts of all sizes, structures, and industries a range of services that rival mega firms at lower rates. We have helped our clients achieve their goals for more than a century with proactive, strategic, and cost-effective counsel and representation that enables them to focus on their plan for the future.

BB&K provides in-service training in all of our practice areas. We can tailor our training to RecycleMore’s needs and budget. BB&K was one of the first law firms in California to provide ethics training courses tailored to meet the specific requirements of Assembly Bill (AB) 1234, and we have obtained certification from the Fair Political Practices Commission (FPPC) and Attorney General to teach such courses. In fact, since the beginning of 2006 when AB 1234 went into effect, BB&K has provided ethics training for thousands of local, public officials.

BB&K also regularly provides in-service training on issues related specifically to the Brown Act and the Public Records Act. We have found that this training significantly reduces risk to our clients.

Another main area for our in-service training is labor and employment law. BB&K provides AB 1825 sexual harassment avoidance training to employees throughout the state. In response to the passage of AB 1825, we created a training program focused on the legal requirements of AB 1825 that incorporates real-life experiences from our litigation and advisory practice. Members of BB&K’s Labor and Employment practice group help our clients successfully complete AB 1825 training in a manner that meets both the legal requirements of the bill and the needs of the particular client. Our trainers’ approach ensures that AB 1825 instruction is not just another training session; it is training that is put into practice and becomes a normal part of everyday operations. In addition to AB 1825 education, BB&K provides training services to clients in all aspects of labor and employment law as well as provides an annual labor and employment update seminar.
APPENDIX A

REQUIRED FORMS
Exhibit A - Proposal Authorization and Acknowledgement Form

NAME OF PROPOSER: Joshua Nelson

ORGANIZATION: Best Best & Krieger LLP

1. The undersigned is a Proposer under this RFP and possesses the legal authority to submit this Proposal.

2. The undersigned is authorized to conduct all negotiations for and legally bind the Proposer in all matters relating to this Proposal submittal.

3. The undersigned certifies that this Proposal is irrevocable until June 5, 2019 (minimum of 120 days from submittal).

4. The undersigned acknowledges that the Agency reserves the following rights and options related to proposals submitted in response to the RFP:

   • Award an agreement for services described in this RFP.
   • Reject all proposals and continue with the Authority’s current Legal Counsel for a temporary or permanent period of time;
   • Reject any proposal.
   • If during the course of negotiations with a selected PROPOSER, the AUTHORITY determines in its sole discretion that an acceptable Agreement cannot be negotiated, the AUTHORITY reserves the right to suspend negotiations with that PROPOSER and begin negotiations with another PROPOSER. Also, the AUTHORITY reserves the right to undertake simultaneous negotiations of the final Agreement with more than one PROPOSER.
   • Waive defects and/or irregularities in any proposal.
   • Request from any PROPOSER at any time during the evaluation process, clarification of any information contained in the proposal.
   • Conduct interview(s) with any PROPOSER(s).
   • Negotiate terms and conditions that are different from those described in this RFP and Agreement.
   • Contact references provided and seek information from any client with which the PROPOSER has done business.
   • Take other such action that best suits the needs of the AUTHORITY and/or its citizens.
Exhibit B - Form of Agreement

X The undersigned has carefully reviewed the forms of Agreement contained in the RFP and is prepared to agree to the terms and conditions stated therein.

X The undersigned has carefully reviewed the forms of Agreement contained in the RFP and is prepared to agree to the terms and conditions of the forms with the proposed modifications attached hereto. (Proposer must attach any proposed modifications to the Form of Agreement.)

Print Name: Joshua Nelson
Title: Partner
Organization: Best Best & Krieger LLP
Telephone: (916) 551-2859
Facsimile: (916) 325-4010
E-Mail Address: joshua.nelson@bbklaw.com

Signature: 
Date: 02/01/19
Proposal to Provide Legal Services to the
West Contra Costa Integrated
Waste Management Authority

Proposed General Counsel:
J. Leah Castella, Partner
Burke, Williams & Sorensen, LLP
1901 Harrison Street, Suite 900
Oakland, California 94612

Phone: 510.273.8780 | Email: lcastella@bwslaw.com
Submitted: February 5, 2019
# TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. COVER LETTER</td>
<td>1-1</td>
</tr>
<tr>
<td>2. FIRM OVERVIEW</td>
<td>2-1</td>
</tr>
<tr>
<td>About Burke</td>
<td>2-2</td>
</tr>
<tr>
<td>Experience in Contra Costa County</td>
<td>2-3</td>
</tr>
<tr>
<td>Joint Powers Authority</td>
<td>2-3</td>
</tr>
<tr>
<td>Public Law</td>
<td>2-4</td>
</tr>
<tr>
<td>Real Estate and Transactional Law</td>
<td>2-4</td>
</tr>
<tr>
<td>Litigation</td>
<td>2-5</td>
</tr>
<tr>
<td>Public Contracting and Public Works</td>
<td>2-5</td>
</tr>
<tr>
<td>Labor and Employment Law</td>
<td>2-6</td>
</tr>
<tr>
<td>Environmental</td>
<td>2-7</td>
</tr>
<tr>
<td>3. LEAD COUNSEL/TEAM</td>
<td>3-1</td>
</tr>
<tr>
<td>Proposed General Counsel</td>
<td>3-1</td>
</tr>
<tr>
<td>Proposed Assistant General Counsel</td>
<td>3-2</td>
</tr>
<tr>
<td>Karen W. Murphy</td>
<td>3-2</td>
</tr>
<tr>
<td>Meaghan A. Snyder</td>
<td>3-3</td>
</tr>
<tr>
<td>Megan A. Burke</td>
<td>3-3</td>
</tr>
<tr>
<td>Sergio Rudin</td>
<td>3-4</td>
</tr>
<tr>
<td>Organizational Chart</td>
<td>3-4</td>
</tr>
<tr>
<td>Resumes</td>
<td>3-5</td>
</tr>
<tr>
<td>4. REFERENCES</td>
<td>4-1</td>
</tr>
<tr>
<td>5. ADMINISTRATIVE PROCEDURES</td>
<td>5-1</td>
</tr>
<tr>
<td>Tracking Time</td>
<td>5-1</td>
</tr>
<tr>
<td>Working with the Authority</td>
<td>5-1</td>
</tr>
<tr>
<td>6. COMPENSATION</td>
<td>6-1</td>
</tr>
<tr>
<td>General Counsel Hourly Rates</td>
<td>6-1</td>
</tr>
<tr>
<td>Adjustments</td>
<td>6-1</td>
</tr>
<tr>
<td>Reimbursements</td>
<td>6-1</td>
</tr>
<tr>
<td>7. OTHER INFORMATION</td>
<td>7-1</td>
</tr>
<tr>
<td>Conflicts of Interest</td>
<td>7-1</td>
</tr>
<tr>
<td>Forms</td>
<td>7-2</td>
</tr>
</tbody>
</table>
February 5, 2019

Stan Hakes  
Executive Director  
West Contra Costa Integrated Waste Management Authority  
13831 San Pablo Avenue, Building 5  
San Pablo, California  94806

Re:  Proposal to Provide Legal Services to the West Contra Costa Integrated Waste Management Authority

Dear Mr. Hakes:

On behalf of Burke, Williams & Sorensen, LLP (“Burke”), I am pleased to submit this response to the Request for Proposals issued by the West Contra Costa Integrated Waste Management Authority (“Authority”). Burke is extremely interested in the possibility of providing General Counsel services to the Authority.

Burke was founded in 1927, and is a diverse, dynamic, and preeminent public law firm. For nearly 80 years, the representation of public agencies has been the cornerstone of Burke’s legal practice. The firm currently serves the legal needs of over 200 local governmental entities, including joint powers authorities, cities, counties, and water and school districts. We take pride in our long-standing tradition of providing excellent legal services at reasonable rates and believe our team at Burke offers the depth, expertise, and commitment that the Authority seeks from its counsel. Ours is a rich tradition of providing high quality advice and services to public agencies. We are prepared to work closely with you in budgeting, performing, reporting on, and updating the legal services you need.

As described in the attached materials, we propose that J. Leah Castella serve as General Counsel and Kevin Siegel as Assistant General Counsel. Leah and Kevin will be assisted by a team selected to provide able legal representation tailored to the Authority’s needs.

Thank you for considering us. If you have any questions regarding this proposal, or if you would like additional information, please feel free to contact me at the number listed above. I look forward to hearing from you.

Very truly yours,

Burke, Williams & Sorensen, LLP

Eric S. Vail  
Partner and Chair  
Public Law Practice Group
2. **FIRM OVERVIEW**

Burke, Williams & Sorensen, LLP is a California limited liability partnership. Burke is comprised of 24 owners under the leadership of a Management Committee and Managing Partner. The firm’s Managing Partner, John Welsh, has served continuously in that capacity since January 1, 1997. Firm management includes owners who practice substantially or entirely in the area of municipal law, and the firm has a longstanding commitment to the needs of its municipal clients. Details of our firm are listed below.

<table>
<thead>
<tr>
<th>Firm Name</th>
<th>Burke, Williams &amp; Sorensen, LLP</th>
</tr>
</thead>
<tbody>
<tr>
<td>Founded</td>
<td>1927</td>
</tr>
<tr>
<td>Headquarters Office</td>
<td>Burke, Williams &amp; Sorensen, LLP</td>
</tr>
<tr>
<td></td>
<td>444 South Flower Street, Suite 2400</td>
</tr>
<tr>
<td></td>
<td>Los Angeles, California 90071</td>
</tr>
<tr>
<td></td>
<td>Tel: 213.236.0600</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name, Address, Telephone Number, and Email Address of the Proposer's Point of Contact</th>
</tr>
</thead>
<tbody>
<tr>
<td>J. Leah Castella</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Number of Attorneys</th>
<th>110</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of Staff</td>
<td>80</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Additional Firm Offices</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Inland Empire</strong></td>
</tr>
<tr>
<td>1770 Iowa Avenue, Suite 240</td>
</tr>
<tr>
<td>Riverside, California 92507</td>
</tr>
<tr>
<td>Tel: 951.788.0100</td>
</tr>
</tbody>
</table>

| **San Francisco**       |
| 101 Howard Street, Suite 400 |
| San Francisco, California 94105 |
| Tel: 415.655.8100 | Fax: 415.655.8099 |

| **Oakland**             |
| 1901 Harrison Street, Suite 900 |
| Oakland, California 94612       |
| Tel: 510.273.8780 | Fax: 510.839.9104 |

| **Silicon Valley**      |
| 1503 Grant Road, Suite 200 |
| Mountain View, California 94040 |
| Tel: 650.327.2672 | Fax: 650.688.8333 |

| **Orange County**       |
| 1851 East First Street, Suite 1550 |
| Santa Ana, California 92705        |
| Tel: 949.863.3363 | Fax: 949.863.3350 |

| **San Rafael**          |
| 181 Third Street, Suite 200 |
| San Rafael, California 94901  |
| Tel: 415.755.2600 | Fax: 415.482.7542 |

| **Palm Desert**         |
| 73-929 Larrea Street, Suite 4A |
| Palm Desert, California 92260 |
| Tel: 760.776.5600 | Fax: 760.776.5602 |

| **Ventura County**      |
| 2310 East Ponderosa Drive, Suite 25 |
| Camarillo, California 93010       |
| Tel: 805.987.3468 | Fax: 805.482.9834 |
About Burke

For over 80 years, the representation of public agencies has been the cornerstone of Burke’s legal practice. Burke provides public entities with a full range of legal, advisory, transactional, and litigation services organized into seven practice groups: Public Law; Labor and Employment Law; Construction Law; Litigation; Environmental, Land Use and Natural Resources; Real Estate and Business Law; and Education Law. The firm’s 110 attorneys serve clients from nine offices throughout California. With regional offices in Oakland, San Francisco, Marin County, Silicon Valley, Los Angeles, the Inland Empire, Orange County, Palm Desert, and Ventura County, as well as modern modes of communication and travel, we can easily be where our clients need us to be, when they need us to be there.

The legal environment in which public entities are required to function is both diverse and complex. Recognizing this, our Public Law Practice Group contains many sub-groups and teams allowing our attorneys to specialize in particular areas of public law while still maintaining general public law expertise. These sub-groups include, but are not limited to, the following:

- **Public Entity Administration and Municipal Law**
  - Open Meetings Laws (Brown Act)
  - Public Records Act
  - Conflicts of Interest
  - Election Law Issues – Initiative, Referendum and Recall
  - Public Finance and Taxation
  - Public Works and Contracts
  - Solid Waste Franchising
  - Trial and Appellate Litigation
  - Asset Foreclosure
  - Section 1983 Civil Rights Claims

- **Land Use and Environmental Law**
  - Land Use Planning and Zoning
  - California Environmental Quality Act (CEQA)
  - Development Agreements
  - Growth Management
  - Historic Preservation
  - Annexation and Incorporation – LAFCO Proceedings
  - Redevelopment and Economic Development
  - Endangered Species
  - Sustainability and Green Building
  - Water Law and Public Trust

- **Public Sector Labor and Employment**
  - Grievances
  - Labor Negotiations
  - Disciplinary Hearings
  - Personnel Advice
  - Trial and Appellate Litigation
  - Meyers-Milias-Brown Act
  - Public Safety Officers Procedural Bill of Rights
  - Title VII
  - California FEHA
  - ADA
  - CalPERS (PERL, PEPPRA, PEMHCA)

More than one-half of our work is for public entities and we currently serve the legal needs of over 200 governmental entities. We are frequent lecturers, speakers, and teachers to numerous associations and clients. Our public lawyers collectively have hundreds of years of experience as general and special counsel for special districts, cities, towns, counties, and other public agencies. The biographies of all of our lawyers, with descriptions of their expertise and experience, can be found on our website at www.bwslaw.com.
Experience in Contra Costa County

Burke’s attorneys provide the following services to clients in Contra Costa County:

- City of Brentwood – Special Counsel
- Brentwood Downtown Redevelopment Successor Agency – Special Counsel
- City of Concord – Special Counsel
- Town of Danville – Special Counsel
- Diablo Community Services District – Litigation
- Eastern Contra Costa Transit Authority (ECCTA) – General Counsel
- Ironhouse Sanitary District – General Counsel
- Town of Moraga – City Attorney
- Mt. Diablo Unified School District – Special Counsel
- Pleasant Hill Redevelopment Successor Agency – General counsel advisory services, including negotiating agreements for disposition of former redevelopment agency properties, advising on enforceable obligations and interfacing with State Department of Finance and County oversight board.
- City of Richmond – Special Counsel
- San Ramon Valley Fire Protection District – Labor and Employment

Joint Powers Authority

Burke represents many joint powers authorities and special districts/water districts and municipalities and is very experienced in providing legal services to these entities. Burke attorneys regularly provide seminars around the state on the Brown Act, Public Records Act and ethics laws for public entities. Burke’s lawyers also are very experienced in assisting its public entity clients on both state and local legislative efforts.

We regularly work closely with staff in the preparation of agendas and agenda packets, including reviewing agenda descriptions for open and closed session items and preparing and reviewing agenda reports prepared by staff. We regularly participate in Board meetings and have substantial experience in advising public clients on meeting procedures. Our team members frequently conduct trainings and workshops on the Brown Act and the Public Records Act, and have published in these areas.

We also have particular expertise working with and advising clients on conflicts of interest issues, and policies and offer trainings in this area as well.

Burke has worked with many joint powers authorities including the following:

- California Joint Powers Insurance Authority (CJPIA)
- Alameda Corridor-East (ACE) Construction Authority
- San Bernardino Associated Governments (SANBAG)
- San Francisco Bay Area Rapid Transit District (BART)
Eastern Contra Costa Transit Authority
Santa Clara Valley Transportation Authority
Sonoma County Transportation Authority
Peace Officers Research Association of California (PORAC)
Association of Bay Area Governments (ABAG)

Public Law

As an independent public agency, the Authority is governed by the traditional areas of public law. As described in the previous section, through their extensive work counseling public entities, Leah Castella and Kevin Siegel are well equipped to advise the Authority on such matters.

In particular, our day-to-day practice involves advising clients on achieving compliance with open meeting laws (Brown Act), transparency laws (Public Records Act, Political Reform Act), and conflicts of interest regulations (FPPC regs., Gov’t. Code § 1090, common law). Burke’s attorneys are experts in the application of these municipal laws and we have experience in all aspects of each of them, including litigation.

As the Authority’s legal counsel, we will draw upon this vast public law expertise. We anticipate that the representation will involve working with staff in the preparation of agendas and agenda packets, including reviewing agenda descriptions for open and closed session items and preparing and reviewing agenda reports (staff reports, resolutions, administrative items, etc.) prepared by staff. We will attend Board meetings and have substantial experience advising public clients on public meeting and due process procedures, including public hearing requirements. In addition to Board meeting requirements, we regularly advise clients on the Brown Act requirements for standing and ad-hoc committees, assist in the formation of committees, and attend committee meetings on an as-needed basis.

Leah and Kevin regularly advise public agency clients on the adoption of ordinances and agency policies, such as records retention policy updates and policies to address agencies’ increasing reliance on technology. At the request of the Board, we will also conduct trainings and workshops on public agency ethics (AB 1234), the Brown Act and the Public Records Act, or other legal topics. We will also prepare legal memos, contracts, and reports, as may be necessary, including legal updates on significant legislation.

When it comes time to increase or impose new fees or other levies, our team will guide the Authority through each step of the process. Our team has experience preparing staff reports, resolutions, ballot questions, and impartial analyses, as well as drafting public notices and supervising protest hearings. We will work closely with municipal finance experts to accurately calculate rates and prepare defensible engineer’s reports.

Real Estate and Transactional Law

Burke attorneys regularly handle a broad range of real estate and transactional matters for public agencies, such as property acquisitions and dispositions and leasing. Burke’s attorneys have also advised agencies with respect to pipeline easement relocations, repairs, temporary access permits, and real property rights, negotiating clean-up terms and removal obligations for abandoned laterals and treatment plants, and drafting acquisition agreements and utility
easements. Burke attorneys also have significant experience drafting and negotiating solar energy contracts and power purchase agreements on behalf of public agencies. Burke attorneys offer a depth of knowledge and experience that enable us to negotiate and document all forms of real estate transactions to best suit the needs and meet the objectives of our clients.

Litigation

To the extent possible, Burke’s attorneys make an effort to avoid litigation by taking preventative measures. However, litigation cannot be avoided in all instances. Having both public law and litigation acumen “under one roof” affords Burke the opportunity to tailor its litigation services to better meet the particular needs of its public agency clients and promotes more effective litigation management.

Burke provides a full range of tort liability, debt collection, breach of contract, employment, environmental, land use, eminent domain, condemnation, municipal finance, writ of mandate, and complex litigation services.

Litigation is costly, so to avoid unnecessary expense, Leah takes a proactive roles in handling claims, including training staff on legal updates and methods to avoid future litigation, early evaluation of lawsuits to assess liability exposure and/or settlement opportunities, and review of past resolved claims (if requested) to assess how to reduce future liability. We also believe in keeping risk management up to date on the status of litigation and in providing early advice on whether settlement is advisable. If a matter should be settled, then that decision should be reached as soon as possible before thousands of dollars have been spent in legal defense costs. Recognizing that sometimes settlement is the best option for the client, we have also negotiated agreements that have resolved lawsuits without the need for trial.

When efforts to head off litigation prove unsuccessful, Burke prides itself as being the firm of choice for clients facing challenging lawsuits and administrative hearings. We have a strong, proven track record in winning cases in our areas of expertise. We successfully handle jury trials, court trials, administrative hearings, arbitrations, mediations, and appeals in federal court, state court, and before public agencies. Moreover, while in most cases, public agencies are defendants in litigation there are instances where public agencies must initiate litigation in order to protect their rate payers. As a seasoned litigator, Leah is well equipped to advise the Authority on when it is in its best interest to pursue litigation to enforce its ordinances and regulations.

Public Contracting and Public Works

Leah and Kevin have significant experience with negotiating, drafting, and reviewing contracts for public agencies including public works contracts, maintenance contracts, contracts for goods and services, project manuals, and consultant and professional service contracts. To this end, Leah and Kevin regularly review and update agency standard forms of contracts. Their objective is to review and draft contracts to provide clear and concise language. The goal is to make certain that the public agency’s interests are fully protected, and ensure that the contract complies with all applicable legal requirements. Burke practices preventive law in contract drafting in order to minimize the exposure of public agency clients to legal challenges and other potential risks.
Specifically, construction and public contract law have always been a major focus of our practice. Burke attorneys have been involved in all phases of public and private construction projects, including:

- Preparation, review, counseling, and negotiation of professional service and construction contract documents, including bid forms, standard specifications and contract procedures
- Requirements for use of federal, state or grant funding
- Bid protests and award disputes involving issues of responsiveness, responsibility, mistake, subcontractor listing requirements, and other related issues
- Insurance requirements and disputes
- Surety claims and disputes
- Labor law issues, including prevailing wages
- Bond and stop notice claims
- Construction claim defense, including claims for delay, disruption, acceleration, differing site conditions, and termination
- Resolution of performance issues through mediation, arbitration, litigation, administrative proceedings, and negotiation
- Contractor’s license law matters
- Prosecution of claims against design professionals

**Labor and Employment Law**

We enjoy working closely with our clients on all aspects of personnel management matters, development of personnel rules and regulations, grievance, benefits proceedings, and processing of disciplinary matters. Burke’s attorneys regularly provide advice and counsel on the full range of personnel matters that public employers frequently encounter and that the Civil Service Commission may be called upon to address. Common issues include employee discipline, effective administration of leave policies, ADA/FEHA compliance, the interactive process, PERS pension and retiree health, wage and hour compliance, employee privacy concerns, and freedom of speech. Our attorneys understand that well-designed and utilized employee handbooks, policies, and procedures can serve as an organization’s best defense in employment law disputes.

Burke is well known and respected for its labor and employment practice and, in particular, for the preventative advice it provides to employers. Our team is well versed in all areas of employment law, and in those areas of employment law that are unique to the public sector. We work as part of the client’s team, always mindful of the practical needs of our clients when analyzing their legal issues.

Burke is experienced in all phases of the disciplinary process. Recognizing the complexity of discipline in the public employment context, we work closely with our clients to manage problem employees to ensure that in the event serious discipline is warranted, both the decision to discipline and the measure of discipline are legally defensible. We are regularly called upon to assist with the initial evaluation of a proposed disciplinary action and, in those cases where discipline is warranted, to prepare the *Skelly* notice.
Burke also has extensive employment litigation experience. We represent our clients in both federal and state courts, administrative and governmental agency proceedings, arbitrations, and appeals. We also represent employers in disciplinary, grievance, and benefit proceedings. We have achieved superb results for our clients, through pre-trial dismissals (e.g. demurrer, summary judgment), trial verdicts, and appellate decisions. Collectively, our litigators have handled several hundred cases in state and federal court, and have tried over one hundred cases. In addition, we have handled several hundred appeals in state and federal courts. In cases where litigation is unavoidable, our familiarity with each of our public agency clients’ needs and operations, including their organizational structures and governance, assists in formulating overall defense strategies, allowing us to provide focused and effective assistance. Our approach to the litigation process narrows risk, eliminating issues and entire actions through targeted and effective motions and tactics. We have an excellent record at trial.

Environmental

Public agencies and private parties in California have placed their trust in Burke, Williams & Sorensen’s attorneys for over ninety years. Burke attorneys have extensive experience representing special districts, cities, counties, school districts, developers, and private landowners in the complex and evolving landscape of environmental law. Our attorneys work collaboratively with clients to find creative, cost-effective ways to meet their legal service needs.

Leah and Kevin work closely with their public clients at the beginning of the project planning stages to ensure compliance with all environmental laws. We strive to avoid project delays by working with environmental consultants and our clients on best practices relating to ensuring full compliance with environmental regulators. We routinely provide advice on environmental issues, such as Brownfield clean-up strategies and methodologies, hazardous material remediation, CERCLA, and other related state and federal regulations.

Burke attorneys have also successfully litigated a broad range of cases in the areas of Brownfields redevelopment; CEQA and NEPA compliance; Clean Water Act/Porter Cologne compliance; climate change issues and sustainable development; ESA compliance; groundwater contamination; NPDES permit compliance; Polanco Act/CERCLA; Proposition 65 issues; and California Coastal Act, public trust, and tidelands issues. In addition, we routinely give advice and counsel to agency staff, private parties, and consultants, and work to ensure the legal defensibility of CEQA documents (including exemptions, addenda, MNDs and EIRs) and related findings on countless projects.
3. LEAD COUNSEL/TEAM

While the full roster of Burke attorneys will be available to the Authority for matters that may arise, Burke has assembled the following team to assist the Authority as General Counsel. The broad depth of Burke’s practice groups allows it to assist the Authority on virtually every legal issue that may confront the Authority. This provides the Authority with the ability to keep most legal work “in house” with lawyers who know each other and have worked with each other for many years, and avoids the need to retain outside law firms who may not have a full understanding of the Authority. The following briefy describes the relevant experience of the proposed General Counsel, Leah Castella, proposed Assistant General Counsel, Kevin Siegel, and their team. Resumes of the proposed team with more complete descriptions of their experience follow.

Proposed General Counsel

J. Leah Castella, a partner in our Oakland office, would have primary responsibility for all legal services provided to the Authority, including attending regular and special meetings and other meetings as requested by the Authority. Leah is available to attend office hours at the Authority’s offices, if desired, on days and hours convenient to the Authority.

Leah received her J.D. with Honors from the University of Texas, Austin in 1999 and her B.A. in Philosophy from Lewis & Clark College in 1995. For the last twelve years, Leah has been assisting public entities with both litigation and general counsel services, and offers the temperament, depth, expertise, and commitment that the Authority needs. She currently serves as the General Counsel for the Ironhouse Sanitary District, and the Assistant District Counsel for Union Sanitary District and the Vallejo Flood and Wastewater District. Leah has also provides special counsel services to cities, special districts, and counties throughout the state of California.

As a seasoned public law lawyer, Leah has extensive knowledge and experience advising public agencies. She is readily familiar with the full range of laws affecting California public agencies, including, the Brown Act, the Public Records Act, CEQA, Proposition 218, eminent domain, prevailing wage law, and other public construction laws. Leah’s public practice is as broad as our public clients’ issues; ranging from defending routine construction claims, to handling complex fee disputes.

As a practitioner, Leah gives pragmatic and clear advice. She describes alternatives, analyzes the risks and benefits for each alternative, and discusses the steps necessary for each alternative when appropriate to do so. Where appropriate, Leah makes affirmative recommendations or describes the factors that would favor one alternative over another. Leah understands that public agency representation is unique and she is equally comfortable advising staff on day-to-day matters as she is providing counsel to Boards in public meetings.

Leah is also a seasoned litigator, and has handled dozens of cases in state and federal court. Her objective in all litigation matters is to resolve cases on favorable terms as quickly and inexpensively as possible. To that end, Leah takes a proactive role in handling claim, and she counsels her clients to consider creative, cost effective solutions to potential disputes. In the event that litigation does ensue, Leah is an efficient and strategic advocate with an exemplary track record of success. She has won numerous dispositive motions, she has tried cases in state and federal court, and she has handled over a dozen cases in the California Court of Appeals.
Keven Siegel is a partner in Burke’s Oakland office and has extensive experience in both trial and appellate courts litigating CEQA and other environmental related cases, as well as experience overseeing environmental work and permitting activities for regional planning entities. Kevin is considered an expert in this area, and has extensive CEQA litigation experience. Among Kevin’s numerous litigation successes is his appellate court success in *Oakland Heritage Alliance v. City of Oakland* (2011) 195 Cal.App.4th 884, in which the court upheld the City’s CEQA review of seismic impacts related to a mixed-use project that included over 3,000 residential units.

Kevin has substantial experience representing public agencies with respect to waste and recycling issues. For example, Kevin assisted the Cities of Rohnert Park and Half Moon Bay (city staff and elected officials, as well as city consultants) with respect to the issuance or RFPs for waste and recyclable collection and disposal services, the negotiation and drafting of franchise agreements, and the setting of collection, disposal and recycling fees. As another example, Kevin helped the City of Oakland revise its ordinances regulating waste and recyclable collection rights, obligations, and fees, prior to Oakland’s adoption of new contracts for the collection and disposal of waste and recyclables.

During these processes, Kevin provided expert counsel to assist these public agencies with their consideration of Proposition 218 issues. Kevin is recognized across the State as an expert regarding Proposition 218. He is a co-drafter of the League of California Cities’ Proposition 216 and 218 Implementation Guide (2017), has litigated Proposition 218 cases in the trial and appellate courts, and has submitted amicus briefing as well on behalf of the League of California Cities and California State Association of Counties.

Kevin has also extensive litigation experience in disputes regarding myriad public agency issues, including contracts, land use, CEQA, finance, open meeting, public records, and other topics. As but one example of a case concerning waste and recycling, Kevin defended a city’s right to enforce legislation and a franchise agreement that prohibited an unauthorized third party from separately contracting with companies to collect recyclables.

In addition, Kevin has experience working with joint powers authorities and their member agencies, including the Central Contra Costa Solid Waste Authority.

Karen W. Murphy

Karen W. Murphy has represented public agencies on a wide range of legal issues for over 15 years. After graduating from the University of Virginia School of Law, she began her public law practice at McDonough, Holland & Allen in Oakland, where she practiced for seven years. Karen then accepted an in-house position as the Assistant City Attorney of the City of Brentwood, a current client. During her five years in Brentwood, Karen was the primary legal advisor to the Community Development Department, and provided general advice and real estate expertise to all City departments, including the Public Works Department. She provided legal support at all Planning Commission meetings and conducted Brown Act and conflict of interest training at Commission meetings. Karen joined Burke, Williams & Sorensen in 2011, and currently serves as the General Counsel for the Union Sanitary District and Assistant Town Attorney for the Town of Moraga. She also provides real estate, land use and special counsel services to numerous public agencies throughout the Bay Area, including the Livermore-

As a legal advisor to public agencies, Karen routinely attends public meetings, conducts legal research, and prepares or reviews staff reports, ordinances, resolutions and agency policies. Her experience ranges from advising clients on traditional public law issues, such as the Brown Act, Public Records Act, and conflicts of interest, to negotiating and drafting development agreements, purchase and sale agreements, easements, and leases. Karen has prepared purchase and sale agreements for the acquisition of public property, negotiated the terms of easements for public use and prepared joint use agreements between public agencies. She has also advised public agencies on project planning and assisted in the implementation of public projects, from initial planning through environmental review to the final acceptance of the project.

Karen’s real estate experience includes evaluating title issues and she has brought a number of quiet title actions to secure public agencies’ real property interests. She also has broad experience in public works and contracting. Karen assisted the Livermore-Amador Valley Water Management Agency with virtually all aspects of an over $130 million treated wastewater effluent pipeline project, including issues involving the public bidding process, the drafting, negotiation, and acquisition of thirteen permanent and temporary construction easements, and the negotiation of encroachment permits and rights-of-entry with the numerous public agencies through which the pipeline was constructed.

**Meaghan A. Snyder**

Meaghan A. Snyder is a member of the firm’s Labor and Employment and Public Law Practice Groups. Meaghan represents and counsels public and private entities in labor and employment matters and provides advisory, transactional, and litigation services to public agencies on a wide range of municipal law issues. Meaghan is currently serving a labor negotiator for the City of Pacifica.

Meaghan regularly counsels employers on various labor and employment issues, defends employers in litigation matters in actions involving state and federal law, represents public employers in state, federal, and local administrative proceedings, conducts internal investigations of employment complaints involving discrimination, harassment, and retaliation, and develops personnel rules and policies.

Meaghan received her B.A. degree from the University of Southern California and her J.D. degree from the University of California, Hastings College of Law.

**Megan A. Burke**

Megan Burke provides litigation and advisory services to cities, counties, redevelopment agencies, special districts, and other public entities on a variety of municipal law matters. Her practice includes a focus on revenue issues, including compliance with Propositions 218 and 26 and the Mitigation Fee Act, fees and utility rate-setting, tax-sharing agreements, and other tax and fee related matters.
Sergio Rudin

Sergio Rudin is an associate in the Public Law practice group, and provides advisory, transactional, and litigation services to cities, special districts, and other public entities throughout California. His practice includes advising clients on all aspects of municipal law, including conflicts of interest, elections, municipal finance, land use, open meeting, public records, and he has represented clients during Proposition 218 protest proceedings.

Sergio previously served as staff counsel at the State Water Resources Control Board, advising the Board on its drought, storm water, recycled water, wastewater, drinking water, and clean up and abatement financing programs, and helped draft the Board’s climate change policy. There, he advised on the financing of hundreds of water and wastewater projects throughout the state, and counsel the Board on issuance of over $700 million in bonds. As a result, Sergio is familiar with both public and private sector financing for public works projects. He also advised on transactional matters for over 100 individual water and wastewater projects, including negotiating substantial public works projects jointly undertaken with the Department of Water Resources, and advised on CEQA and NEPA compliance for such projects. He is familiar with environmental agency review and project permitting imposed by various state and federal agencies, and has personal knowledge of California’s water institutions. Sergio has a familiarity with Porter Cologne Act, and even some legislative experience, having drafted part of Section 108.5 to the Water Code. Prior to working at the Board, Sergio was in private practice where he primarily represented general contractors in construction disputes.

Sergio currently serves as Assistant City Attorney to the cities of Rohnert Park and Piedmont, and previously served as Interim City Attorney for the City of South Lake Tahoe. He also serves as the Assistant General Counsel for the Friant Water Authority.

Organizational Chart
Leah Castella is a partner in Burke’s Oakland office. She received her J.D. with Honors from the University of Texas, Austin in 1999 and her B.A. in Philosophy from Lewis & Clark College in 1995. As a seasoned public law lawyer, Leah has extensive knowledge and experience advising public agencies on public accountability and governance issues. She is familiar with the full range of laws affecting California public agencies, including the Brown Act, the Public Records Act, the Political Reform Act, Proposition 218, and the Public Trust Doctrine, and she currently serves as the General Counsel of Ironhouse Sanitary District and the Assistant General Counsel of Union Sanitary District and the Vallejo Flood & Wastewater District.

Leah is also an experienced litigator, and over the last nineteen years, she has handled dozens of cases in state and federal court on behalf of public and private clients. Her area of litigation expertise includes Proposition 218, land use, real estate, municipal finance issues, and the public trust. Leah has an exemplary track record of favorably resolving cases at the demurrer and summary judgment stage, but when disputes cannot be resolved by motion, she is also a successful trial advocate. She has tried cases in state and federal court and conducted evidentiary hearings in front of legislative bodies on a wide range of issues, including tax allocation, bypass requirements, and ordinance compliance. She is an experienced appellate advocate, and has successfully argued over a dozen cases in the California Court of Appeals involving myriad issues, including the public trust doctrine, California’s Anti-SLAPP statute, attorney’s fees, the Medicaid Act, Proposition 218, the California Environmental Quality Act (“CEQA”), Inverse Condemnation, and redevelopment dissolution disputes.

Leah has a particular expertise in advising clients on rate setting, taxation, and election issues, including compliance with Propositions 218 and 26. She successfully beat back a claim that a City’s water connection rates were too high in Canon Manor v. City of Rohnert Park. And she has advised cities and special districts on compliance with the California Voting Rights Act, preparation of ballot titles and summaries for proposed initiatives, and the procedural requirements for general and special elections.

RESULTS

- **California Apartment Association v. City of Richmond.** Successfully defeated a challenge to a rent control initiative enacted by the City of Richmond.

- **Water Audit v. City of St. Helena.** Successfully negotiated settlement of dispute in exchange for City’s development and implementation of a bypass plan.
• Uno Fratelli, LLC v. City of Napa. Successfully negotiated settlement of land use dispute arising out of allegations of overburdening an easement.

• City of Emeryville v. California Department of Finance. Obtained a writ from the Court of Appeals directing the Department of Finance to recognize re-executed City/Agency agreements as enforceable obligations.

• City of Watsonville v. California Department of Finance. Obtained a writ from the Sacramento Superior Court directing the Department of to recognize reimbursement agreements as loans eligible for reinstatement.

• City of Glendale v. California Department of Finance. Obtained a writ from the Sacramento Superior Court directing the Department of Finance to calculate accumulated interest on reinstated loan in accordance with the variable LAIF rate from the date of loan origination.

• Southgate v. California Department of Finance. Obtained a writ from the Sacramento Superior Court directing the Department of Finance to approve reinstatement of a HUD loan to the former redevelopment agency.

• Fresno v. California Department of Finance. Obtained a writ from the Sacramento Superior Court directing the Department of Finance to permit reinstatement of City Agency Loans.

• Daly City v. California Department of Finance. Obtained a writ from the Sacramento Superior Court directing the Department of Finance to permit reinstatement of City Agency Loans.

• City of Industry, et al v. City of Fillmore. Successfully overturned a decision granting a demurrer without leave to amend and granting an AntiSLAPP motion.

• Woodfin Suites Hotel v. City of Emeryville. Successfully defeated writ action brought challenging City’s enforcement of living wage ordinance.

• Keffler v. Partnership Healthplan. Successfully defeated writ of mandate brought to challenge pharmaceutical reimbursement rates; successfully defeated appeal of Trial Court’s decision to deny the Writ.

• Hidden Glen Partners v. City of Napa. Obtained successful trial verdict in lawsuit brought by a landowner claiming that City had breached a contractual obligation to construct a park.

• Canon Manor v. City of Rohnert Park. Obtained summary judgment in a lawsuit brought to force refunds of over a million dollars in sewer connection fees and successfully defeated appeal of the Court's summary judgment ruling.


• Indian Springs Mobile Home Park v. City of Rohnert Park. Successfully demurred to an inverse condemnation claim based on a City’s denial of a tentative map application for conversion of a mobile home park.

• Sonoma Falls v Dry Creek Band of Pomo Indians. Negotiated a fifty million dollar settlement for real estate developer in an action arising out of breach of a casino management agreement.

INSIGHTS

Presentations

“Don’t Become Another Headline,” California AB 1234 Training on Ethics & Open Government

“Where Are We Going: Legislation & Litigation,” California Redevelopment Association Webinar, July 2013

“Attorney's Fees Awards, CCP § 1021.5,” League of California Cities Webinar, July 2013

"California Discovery Act: Beware the Myth of the Delete Button," presented at the League of California Cities City Attorney's Conference, Spring 2010
Kevin D. Siegel

Partner
Oakland  
1901 Harrison Street, Suite 900
Oakland, California 94612
ksiegel@bwslaw.com
510.903.8806 D
510.273.8780 T

Kevin represents cities and other local agencies regarding a wide range of public law matters, including land use and planning, CEQA and environmental law, inverse condemnation and eminent domain, open meeting and public records, taxes and assessments, elections and initiatives, contracts and torts, and due process and other issues of constitutional law. Kevin provides litigation as well as advisory services.

Kevin joined Burke, Williams & Sorensen in August 2012. Prior to joining Burke, Kevin was a Deputy City Attorney for the City of Oakland, where he specialized in writs and appeals. Previously, Kevin was a shareholder at McDonough Holland & Allen, where he litigated cases for public agencies across the State, and a Legal Research Attorney for the San Francisco Superior Court, where he advised judges regarding complex litigation.

Kevin endeavors to reach positive outcomes for his clients, without litigation. But when litigation is necessary, Kevin zealously pursues successful outcomes in court.

RESULTS

The following is a representative list of cases Kevin has handled in the appellate and trial courts:

Published Appellate and District Court Decisions

- **Building Industry Association-Bay Area v. City of Oakland**, 289 F.Supp.3d 1056 (N.D. Cal. 2018), appeal filed (March 6, 2018)—successfully moved to dismiss Takings and First Amendment challenges to ordinance requiring developers to incorporate art into projects or pay an in-lieu fee

- **San Bruno Committee for Economic Justice v. City of San Bruno**, 15 Cal.App.5th 524 (2017), review denied (Jan. 10, 2018)—successfully defended City’s refusal to place referendum on ballot regarding City Council’s approval of an agreement to sell real property for development project

- **Jisser v. City of Palo Alto**, 2016 WL 3456696 (N.D. Cal. June 24, 2016)—successfully moved to dismiss Nollan/Dolan takings challenge by Pacific Legal Foundation to closure of mobile home park

- **Stewart Enterprises, Inc. v. City of Oakland**, 248 Cal.App.4th 410 (2016)—successfully defended against takings and due process claims for damages regarding city’s impairment of vested right to construct project following issuance of building permit

- **Sacks v. City of Oakland**, 190 Cal.App.4th 1070 (2010)—successful defense of lawsuit seeking injunction and refunds of $20 million in annual taxes for alleged violations of provisions in special tax measure authorizing collection and governing expenditures

- **Woodfin Suites Hotels, LLC v. City of Emeryville**, 2007 WL 81911 (N.D. Cal. 2007)—successful defense of challenge to local living wage ordinance

- **North Pacifica, LLC v. City of Pacifica**, 234 F. Supp. 2d 1053 (N.D. Cal. 2002)—order granting motion for to dismiss due process challenge to city’s consideration of development project


**Superior Court Decisions**

- **West Meadow Oaks, L.P. v. City of Palo Alto**, Santa Clara Superior Court Case No. 1-10-CV-165794—prevailed at trial and on appeal in action challenging inclusionary zoning (affordable housing) condition of approval

- **Bruzzone v. Town Clerk, Town of Moraga**, Contra Costa County Superior Court Case No. N15-1376—successfully defended Town of Moraga’s decision not to place referendum on the ballot

- **Loeb v. City of Pacifica**, San Mateo Superior Court Case No. CIIV 522741—successfully demurred to complaint seeking to enjoin City’s cooperation with a highway improvement project

- **Brandywine v. City of Oakland**, Alameda County Superior Court Case No. RG11590075—prevailed in hearing/court trial in challenge to business license taxes

- **Communities for a Better Environment v. City of Oakland**, Alameda Superior Court Case No. RG15788084—prevailed in CEQA action challenging City of Oakland’s authority regarding redevelopment of former Army Base

- **Clean West Oakland Now v. City of Oakland**, Alameda Superior Court Case No. RG14740465—prevailed in CEQA action challenging City of Oakland’s approval of refuse and compost hauling and disposal agreements

- **Kaye v. City of St. Helena**, Napa County Superior Court Case No. 26-67584—prevailed in suit for damages based on denial of a housing project

- **Sole v. City of Redwood City**, San Mateo Superior Court Case No. CIIV 528621—successfully demurred to complaint for a writ of mandate and declaratory relief seeking to compel City to allow houseboat owner to connect to the City’s sewer system

- **Stop the Casino 101 Coalition v. City of Rohnert Park**, Sonoma County Superior Court Case No. SCV 252617—successfully moved for judgment in CEQA action challenging road improvement project

- **Lantz Properties LLC v. Vera**, Napa County Superior Court Case No. 26-59545—successfully demurred on behalf of City of Calistoga in quiet title action

- **Friends of Knowland Park v. City of Oakland**, Alameda Superior Court Case no. RG11586554—successful defense of CEQA and General Plan challenge to City’s approval of 50-plus acre expansion of Oakland Zoo.

- **Eco Green Cab v. Santana, City Administrator**, Alameda Superior Court Case no. RG12634130—denial of petition for writ of mandate to invalidate disqualification of applicant for taxicab permits

- **Fields v. City of Oakland**, Alameda Superior Court Case no. RG11556225—order on motion for summary adjudication regarding Proposition 218 challenge to a Landscaping and Lighting Assessment District

- **County of Alameda v. City of Oakland**, San Francisco Superior Court Case no. CPF-11-511142—successful defense of claims to enjoin enforcement of tax ordinance at property jointly owned with county

- **Wells Fargo v. City of Oakland**, Alameda Superior Court Case no. RG10536087—successful demurrer to complaint seeking to invalidate code enforcement assessments
- Sheppard Canyon Homeowners Association v. City of Oakland, Alameda Superior Court Case no. RG07343944—successful defense of breach of contract challenge to City decision regarding improvements to real property
- Brown v. City of Oakland, Alameda Superior Court Case no. RG07356843—successful defense to challenge to rent board decision
- Coalition of Advocates for Lake Merritt v. City of Oakland, Alameda Superior Court Case no. RG06-280471—successful defense of challenge to the adoption of a Development Agreement for 3,000-unit mixed use project
- City of Corona v. Moreno Valley et. al, Riverside Superior Court Case no. 351283—defeated effort to re-allocate tax revenue between cities

**INSIGHTS**

**Presentations**

“Ballot Box Planning and Finance,” League of California Cities City Attorneys’ Conference Spring 2018


“General Municipal Litigation Update,” League of California Cities Conferences, Fall 2014, Spring 2014, Fall 2013, and Spring 2013

**Publications**

“League of California Cities’ Propositions 26 and 218 Implementation Guide,” co-drafter, 2017


Megan A. Burke provides municipal law services to public agencies throughout California. She currently serves as the Assistant City Attorney for the Town of Tiburon and as the Assistant Counsel for the Eastern Contra Costa Transit District.

Megan specializes in revenue issues, such as the adoption and defense of rates, fees, and taxes in compliance with Propositions 13, 218 and 26 and the Mitigation Fee Act. For example, she has assisted local agencies with the establishment and increase of rates for water, sewer and solid waste services and the adoption and management of various impact fees. Megan has also defended multiple lawsuits challenging the legality of rates and impact fees under the California Constitution and state law.

In addition, Megan provides special counsel litigation and advisory services on a wide range of public law matters, including the Bradley-Burns local sales tax law, eminent domain, inverse condemnation, local land use and zoning issues, general municipal law, the California Public Records Act, and conflicts of interest. Megan is currently prosecuting several actions on behalf of cities and successor agencies against the Department of Finance, which challenge adverse determinations related to the dissolution of redevelopment agencies.

INSIGHTS

Presentations

“Salvaging Tiered Water Rates Post San Juan Capistrano,” Contra Costa County City Attorneys Association, June 2015


“Lessons Learned from Livermore’s Experience with the Board of Equalization,” Bay Area City Attorneys Luncheon, January 2014

Publications

“Inclusionary Housing Requirements Suffer Another Blow,” The Northern News, June 2015
Karen W. Murphy

Partner
Oakland
1901 Harrison Street, Suite 900
Oakland, California 94612

Karen Murphy represents a broad range of local government agencies with an emphasis on land use and planning, real estate, affordable housing and issues relating to the dissolution of redevelopment agencies. Karen served as the Assistant City Attorney of the City of Brentwood from 2006 to 2011, where she was the primary attorney staffing the Community Development Department and former Redevelopment Agency. From 1999 to 2006, Karen was an associate with the law firm of McDonough Holland & Allen, PC, where she represented a number of public agencies, including serving as Assistant General Counsel for the Livermore-Amador Valley Water Management Agency and Deputy Town Attorney for the Town of Moraga and Special Counsel to the Cities and Redevelopment Agencies of Brentwood, San Bruno, Davis and Alameda.

Land Use and Planning

Karen works extensively on land use and planning matters, including advising public agencies on issues related to CEQA compliance, subdivision map act, land use approval procedures and processing of land use applications, for projects ranging from use permits to complex commercial, mixed-use and residential projects. Karen has negotiated and drafted development agreements and amendments for hotel, residential and mixed-use development projects.

Real Estate/Redevelopment

Karen’s real estate and redevelopment experience includes drafting and negotiating purchases and sale agreements, leases, lease terminations, easements, licenses, development agreements, disposition and development agreements, and owner participation agreements. She assisted in the formulation, adoption, amendment, and implementation of redevelopment plans and projects, and continues to provide day-to-day advice to clients in the wake of the dissolution of redevelopment agencies.

Affordable Housing

Karen's affordable housing experience encompasses assisting cities and redevelopment agencies in the establishment and implementation of affordable housing programs (both for-sale and rental), first-time homebuyer programs and residential rehabilitation programs, and advising public agencies regarding compliance with state and federal affordable housing requirements. She negotiates and drafts loan agreements for both rental and for-sale affordable housing projects.

Public Law

Karen advises public agencies in general municipal law issues, such as code enforcement, nuisance abatement, contract review, Brown Act, Public Records Act, conflict of interest laws, public contract code, and bidding and claims procedures.
Sergio (Sergey) A. Rudin

Senior Associate
Oakland
1901 Harrison Street, Suite 900
Oakland, California 94612
srudin@bwslaw.com
510.903.8838 D
510.273.8780 T

Sergio Rudin is a senior associate in the Public Law practice group and provides advisory, transactional, and litigation services to cities, counties, special districts, and other public entities throughout California. Sergio’s practice includes advising clients on all aspects of municipal law, including cannabis regulation, contracts, elections, franchises, municipal finance, land use, open meetings, public records, and redevelopment.

Sergio previously served as staff counsel to the California State Water Resources Control Board, where he advised on various programs for funding water, wastewater, storm water, and wastewater infrastructure, including the Clean Water State Revolving Fund and the Drinking Water State Revolving Fund, negotiated project financing transactions, and advised on state and federal compliance matters. Prior to state employment, he worked for a private firm primarily representing general contractors in complex commercial litigation in various forums. Sergio also served as a law clerk to Judge Vidmar at the U.S. District Court for the District of New Mexico.

PRACTICE GROUPS
Public
Environmental, Land Use, and Natural Resources

EDUCATION
J.D., cum laude, Cornell Law School, 2013
B.A., Political Science and Mass Communications, University of California, Berkeley, 2008

ADMISSIONS
State Bar of California
United States District Court for the Northern District of California
United States District Court for the Eastern District of California
United States District Court for the Central District of California
United States Court of Federal Claims
Meaghan A. Snyder

Partner
Silicon Valley
1503 Grant Road, Suite 200
Mountain View, California 94040
msnyder@bwslaw.com
650.681.8309 D
650.327.2672 T

Meaghan A. Snyder is a member of the firm’s Labor and Employment and Public Law Practice Groups. Meaghan represents and counsels public and private entities in labor and employment matters and provides advisory, transactional, and litigation services to public agencies on a wide range of municipal law issues.

Meaghan regularly counsels employers on various labor and employment issues, defends employers in litigation matters in actions involving state and federal law, represents employers in state, federal, and local administrative proceedings, conducts internal investigations of employment complaints involving discrimination, harassment, and retaliation, and develops personnel rules and policies.

Prior to joining Burke, Meaghan was a litigation associate at a firm in San Jose, where she focused on employment law, municipal law, and business litigation. Prior to that, Meaghan was a litigation associate with a boutique litigation firm in San Francisco where she practiced public entity defense, specifically, representing municipal clients in constitutional and civil rights matters as well as public entity tort and contract matters.

Meaghan’s litigation practice encompasses all aspects of litigation, including trial, all phases of trial preparation, arguing law and motion matters, taking and defending depositions, preparing and responding to pleadings, drafting and responding to written discovery, and legal research. Meaghan has appeared and argued in both state and federal court. She has served as second-chair in two federal court jury trials and two state court jury trials. Meaghan has also prepared answering briefs in the Ninth Circuit Court of Appeals, which resulted in the Ninth Circuit affirming the District Court decisions in favor of her clients.

INSIGHTS

Publications

“Is Your Harassment Prevention Training Legally Compliant?” The Burke Beat, February 2018

“Legal Trends,” Burke, Williams & Sorensen, LLP, Fall 2017
4. REFERENCES

We are proud of our service record with our clients. We encourage you to contact the existing client references listed below about the merits of Burke, its personnel, and its services.

<table>
<thead>
<tr>
<th>Client Name and Address</th>
<th>Contact</th>
<th>Tel</th>
<th>Email</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ironhouse Sanitary District</td>
<td>Chad Davisson, General Manager</td>
<td></td>
<td></td>
</tr>
<tr>
<td>450 Walnut Meadows Drive</td>
<td>925.803.3001</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Oakley, CA 94561</td>
<td><a href="mailto:davisson@isd.us.com">davisson@isd.us.com</a></td>
<td></td>
<td></td>
</tr>
<tr>
<td>City of Brentwood</td>
<td>Damien Brower, City Attorney</td>
<td></td>
<td></td>
</tr>
<tr>
<td>150 City Park Way</td>
<td>925.516.5320</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Brentwood, CA 94513</td>
<td><a href="mailto:dbrower@brentwoodca.gov">dbrower@brentwoodca.gov</a></td>
<td></td>
<td></td>
</tr>
<tr>
<td>City of Concord</td>
<td>Susanne Brown, City Attorney</td>
<td></td>
<td></td>
</tr>
<tr>
<td>950 Parkside Drive</td>
<td>925.671.3160</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Concord, CA 94519</td>
<td><a href="mailto:susanne.brown@cityofconcord.org">susanne.brown@cityofconcord.org</a></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
5. Administrative Procedures

Tracking Time

Bills are sent out each month invoicing charges for the prior month. Fees for our services are charged in increments of 1/10th of an hour. The bills provide a specific description of the work performed by all attorneys, the time actually spent on the work item, and the billing rate of the attorney. These bills also contain itemized descriptions of any out-of-pocket expenses incurred during the prior month.

Working with the Authority

Our proposed team will work with the Board of Directors, Executive Director, and Authority staff to determine the most efficient working relationship to meet the Authority’s needs in a timely and responsive manner.

Our services are client-specific, not “one size fits all.” From the outset of our representation, we listen carefully to each client’s issues and tailor an appropriate solution. We believe responsiveness to clients’ needs and open communication are the foundation of a successful attorney-client relationship. We are problem solvers in the performance of all aspects of our work and we strive to achieve our clients’ goals simply and creatively.

We are technologically sophisticated, and are adept at using modern forms of communication to reduce costs. Specifically, when possible, we will participate by teleconference or video conference to attend routine staff meetings and strategy sessions. We work closely with the board chairs and agency managers to identify meetings where our presence is needed and those where we can participate by phone/video conference. In some instances, we may identify meetings where we will simply be “on call,” meaning we will be available to answer the phone and advise the agency if and when questions arise. These methods help keep travel expenses at a minimum and maximize an agency’s limited legal budget without compromising the level of service.

We participate in a wide range of professional organizations so that we can draw on the experience of our counterparts around the state. Our attorneys have attended conferences and given presentations at many professional organizations around the state, including both the California Special Districts Association and the California Association of Sanitary Agencies.

We attempt to give our clients realistic, pragmatic advice, not just tell them what the law is. We describe alternatives, analyze the risks and benefits for each alternative, and discuss the steps necessary for each alternative when appropriate to do so. Where possible, we make affirmative recommendations or try to describe the factors that would favor one alternative over another. When we do not know the answer to a question, we say so.

Our team’s general approach would be as follows:

- Learn your customary way of working, so that we complement the work done by staff and elected officials
- Build upon the existing forms and practices, avoiding reinvention unless it will lead to increased efficiency
Take advantage of the fact that we represent, as general or special counsel, many public agencies and can spread the cost of preparing memoranda on new cases and legislation over many clients.

Take advantage of Burke’s experienced lawyers who are efficient in their areas of practice, such as public contracting and employment law.

Use standard forms, adapted for your particular style and preferences, to expedite document review and electronic document drafts.

Limit written memoranda to cases where they are requested.

Avoid litigation when possible and when it is not, develop a strategy for the entire case at the outset, in consultation with the Board and applicable staff.

Respond promptly and work together to avoid unnecessarily rushed jobs, knowing that some are inevitable.

Offer realistic, pragmatic advice, including alternatives and related risk/benefit analyses when appropriate, and where possible, make affirmative recommendations or try to describe the factors that would favor one alternative over another.

When applicable laws might restrict one proposed path of achieving a certain policy goal, we endeavor to find creative, legally valid alternative paths to achieve the desired goal.

To the extent that workflow or other questions arise, Leah will promptly address them to ensure that we provide the best service possible within the Authority’s budget and consistent with your organizational goals and applicable law.

While we will readily conform our style to the Authority’s desires and needs, our preferred style of working with the Executive Director and other staff members is collaborative, as partially described above. We use our time with them to understand what their challenges are and to provide explanations as well as direction and answers. We try to keep abreast of their workloads and assignments, and to provide them with the necessary legal tools, as well as advice, in exchange.

We consider it vital that our clients understand that we do not make policy choices, and instead reserve that to the elected Board of Directors and staff. We enjoy vigorous discussions when appropriate. Once a decision is made to pursue a particular path, we work hard to reach the desired end. When applicable laws might restrict one proposed path of achieving a certain policy goal, we endeavor to find creative, legally valid alternative paths to achieve the desired goal.

We believe that our job is to make the rules and legal options as clear as possible so that the elected and appointed officials are empowered to represent the people who chose them. The Authority’s Board and residents establish policy and decide what they wish their government to do; it is our job to work with the Board and staff to find ways to accomplish these goals. On occasion, it is our job to advise that a goal is not attainable or that it conflicts with state or federal constitutional or statutory limits on governmental powers.
We appreciate having the opportunity to respond to questions from individual Board members outside of meetings as well as at meetings. We try to avoid surprising the Board with our legal advice, and when possible we prefer to have advance notice of issues that may arise, so that our advice will be based on a complete understanding of relevant facts.

Our style at meetings varies with the preferences of the Board Chair and members. We can sit quietly until called upon (or until a possible problem emerges, such as a Brown Act violation, that requires intervention to protect the Authority), or signal the chair that we have something to say that may be useful, depending upon local preference.

Finally, because we are a full-service law firm, we use our own attorneys when we have the expertise, and will recommend outside counsel when we do not, or when a particular firm is better suited to handling a matter. Most of the entities for which we are general counsel use our firm for the vast majority of their work. We believe that having a wide variety of specialties housed within our firm benefits our clients by allowing matters to be processed more efficiently and avoiding duplication of efforts across firms.
6. **COMPENSATION**

We believe that the rates quoted below are reasonable and competitive.

**General Counsel Hourly Rates**

<table>
<thead>
<tr>
<th>Staffing</th>
<th>Hourly Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Partners</td>
<td>$315</td>
</tr>
<tr>
<td>Associate Attorneys</td>
<td>$275</td>
</tr>
<tr>
<td>Paralegals</td>
<td>$135</td>
</tr>
</tbody>
</table>

**Adjustments**

The rates for legal services quoted in this proposal will remain in effect for the first year of the contract. Thereafter, unless otherwise negotiated, rates may be adjusted based on a standard annual adjustment upon consultation with the Executive Director and approved by the Board as part of the Board’s standard budget adoption process, equal to the greater of the average Consumer Price Index for the previous four quarters or any across the board salary increase granted to represented management personnel within the district.

**Reimbursements**

We routinely charge our clients for our direct out-of-pocket expenses and costs incurred in performing the services. These costs and expenses commonly include such items as reproduction of documents, facsimile, mileage reimbursement for travel at the IRS approved rate, and other costs reasonably and necessarily incurred in performing services for the Authority. We do not charge a service fee or overhead for cost reimbursement items. We also do not charge for computer or word processing time. Reimbursement amounts may be adjusted annually.

<table>
<thead>
<tr>
<th>Expense</th>
<th>Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>In-house reproduction charges</td>
<td></td>
</tr>
<tr>
<td>black and white</td>
<td>20¢ per page</td>
</tr>
<tr>
<td>color</td>
<td>$1 per page</td>
</tr>
<tr>
<td>Mileage</td>
<td>58¢ per mile (or current IRS rate)</td>
</tr>
<tr>
<td>Facsimile</td>
<td>$1 per page</td>
</tr>
<tr>
<td>All other costs reasonably and necessarily incurred in performing services for the Authority</td>
<td>at cost</td>
</tr>
</tbody>
</table>
7. OTHER INFORMATION

Conflicts of Interest

Before representation is undertaken by the firm for each new client and each additional matter for an existing client, the responsible partner must perform a conflict check and obtain the approval of the Managing Partner. The conflict check consists of a search through Burke's computerized database of billing records, client matter lists, and related names/parties to identify potential conflicts. This database is regularly and routinely updated. The responsible partner is provided with the results of this search and must then review and follow up on each potential conflict listed to determine whether a conflict has arisen under the Rules of Professional Conduct and under any special conflict rules imposed by the client. The matter is then discussed with and approved by the Managing Partner.

If a conflict of interest situation is identified involving Burke clients, Burke will notify and/or seek a waiver from the clients as required under the California Rules of Professional Conduct. If requested, Burke will assist the client in obtaining different counsel for the matter.

We are pleased to note that our search of our database for the West Contra Costa Integrated Waste Management Authority (RecycleMore) resulted in no known conflicts of interest.
Exhibit A - Proposal Authorization and Acknowledgement Form

NAME OF PROPOSER: J. Leah Castella

ORGANIZATION: Burke, Williams & Sorensen, LLP

1. The undersigned is a Proposer under this RFP and possesses the legal authority to submit this Proposal.

2. The undersigned is authorized to conduct all negotiations for and legally bind the Proposer in all matters relating to this Proposal submittal.

3. The undersigned certifies that this Proposal is irrevocable until June 5, 2019 (minimum of 120 days from submittal).

4. The undersigned acknowledges that the Agency reserves the following rights and options related to proposals submitted in response to the RFP:
   • Award an agreement for services described in this RFP.
   • Reject all proposals and continue with the Authority’s current Legal Counsel for a temporary or permanent period of time;
   • Reject any proposal.
   • If during the course of negotiations with a selected PROPOSER, the AUTHORITY determines in its sole discretion that an acceptable Agreement cannot be negotiated, the AUTHORITY reserves the right to suspend negotiations with that PROPOSER and begin negotiations with another PROPOSER. Also, the AUTHORITY reserves the right to undertake simultaneous negotiations of the final Agreement with more than one PROPOSER.
   • Waive defects and/or irregularities in any proposal.
   • Request from any PROPOSER at any time during the evaluation process, clarification of any information contained in the proposal.
     • Conduct interview(s) with any PROPOSER(s).
     • Negotiate terms and conditions that are different from those described in this RFP and Agreement.
     • Contact references provided and seek information from any client with which the PROPOSER has done business.
     • Take other such action that best suits the needs of the AUTHORITY and/or its citizens.
Exhibit B - Form of Agreement

X The undersigned has carefully reviewed the forms of Agreement contained in the RFP and is prepared to agree to the terms and conditions stated therein.

_____ The undersigned has carefully reviewed the forms of Agreement contained in the RFP and is prepared to agree to the terms and conditions of the forms with the proposed modifications attached hereto. (Proposer must attach any proposed modifications to the Form of Agreement.)

Print Name: Eric S. Vail

Title: Partner and Chair, Public Law Practice Group

Organization: Burke, Williams & Sorensen, LLP

Telephone: 213.236.0600

Facsimile: 213.236.2700

E-Mail Address: evail@bwslaw.com

Signature: ___________________________ Date: February 5, 2019
Practice Groups

Construction Law
Education Law
Environmental, Land Use & Natural Resources
Labor & Employment Law
Litigation
Public Law
Real Estate & Business

Locations

Los Angeles
Inland Empire
Marin County
Oakland
Orange County
Palm Desert
San Francisco
Silicon Valley
Ventura County

800.333.4297
www.bwslaw.com
West Contra Costa
Integrated Waste Management Authority

PROPOSAL TO PROVIDE LEGAL COUNSEL SERVICES

JOHN D. BAKKER, PRINCIPAL
555 12th St., Suite 1500
OAKLAND, CA 94607

jbakker@meyersnave.com
510.808.2000
www.meyersnave.com
FEBRUARY 5, 2019
February 5, 2019

West Contra Costa Integrated Waste Management Authority
Attn: Stan Hakes, Executive Director
13831 San Pablo Ave. Bldg. #5
San Pablo, California 94806

Re: Proposal for Legal Services

On behalf of Meyers Nave Riback Silver & Wilson, I am pleased to submit this proposal to provide legal counsel and services to the West Contra Costa Integrated Waste Management Authority.

Our firm has been honored to serve as the Authority’s general counsel since 2002. Within our files are thousands of documents – legal agreements, letters, memos and more – that capture the history and the present of RecyleMore. Meyers Nave also serves as City Attorney to two of the Authority’s member agencies, the City of Pinole and the City of El Cerrito, so we understand your operations from those perspectives as well.

In short, we can serve you more effectively and efficiently than any other firm, drawing on the storehouse of specific knowledge and experience we have developed over the years. Given the changes occurring within the Authority, the continuity that Meyers Nave can provide is also a valuable asset for the operation.

Yet our specific knowledge of the Authority is just one of many strengths we bring. Serving as general counsel to public agencies is the foundation of our firm, which began serving clients more than 30 years ago in the Bay Area. We continue to provide general counsel and specialty legal services to a large number of public entities, including many in Contra Costa County and surrounding areas.

Meyers Nave proposes that I, John D. Bakker, serve as the Lead Counsel for the Authority. I am the chair of the Municipal and Special Districts Practice Group, overseeing the work of over 30 attorneys that provide general counsel services to our clients. Since I began practicing in 1998, I have focused my practice on providing general counsel services to cities, special districts, and joint powers authorities. I have also provided special counsel services to cities, counties, special districts, joint powers authorities, and private parties in areas such as Proposition 218 and 26 compliance, Local Agency Formation Commission matters, public utilities, and telecommunications.
I currently serve as the City Attorney of Dublin (since 2008, with 7 years before that as Assistant City Attorney), and as General Counsel for the Bayshore Sanitary District, Kensington Fire Protection District, Napa Sanitation District and Tamalpais Community Services District, each of which I have served for more than 10 years. I have previously served as the City Attorney of Greenfield; the Chief Assistant City Attorney of Walnut Creek, where the firm still serves; the Assistant City Attorney of Milpitas, the Assistant City Attorney of Union City, where the firm still serves; and the General Counsel of the Moraga-Orinda Fire District.

I am excited about the opportunity to provide legal services to an entity focused on solid waste. I enjoy learning new areas of law and very much enjoyed the solid waste work I have done previously, all of which is detailed in the proposal.

We also propose that Meyers Nave of counsel Laura McKinney serve as an attorney team member and backup lead counsel for Authority. Laura is well-versed on the Authority’s recent concerns, having worked on matters for the Authority in 2017 and 2018. She is also General Counsel for the West Valley Sanitation District of Santa Clara County and spent 15 years as an in-house Deputy City Attorney for the City of Berkeley. Laura’s specialization in code enforcement, CEQA, and litigation is complementary to my experience.

Laura is on leave until June, so I will be assisted more immediately by associate Thomas Lloyd Smith. Thomas joined Meyers Nave in 2017 and currently serves as Assistant City Attorney for the City of San Leandro. He also assisted Kent Alm in the provision of general counsel services to the Central Contra Costa Sanitary District and other clients.

As a team, we pride ourselves on our timely and thorough responses to questions from public officials and staff. We have worked together on numerous projects, all of which will provide efficiencies and excellent value to the Authority.

We look forward to talking with you further regarding your future needs and continuing to serve as your general counsel. As a principal of Meyers Nave, I am authorized to make binding representations for the firm and have signed this correspondence accordingly.

Very truly yours,

John D. Bakker
Chair, Municipal and Special District Law Practice
Table of Contents

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>FIRM OVERVIEW</td>
<td>1</td>
</tr>
<tr>
<td>LEAD COUNSEL/TEAM</td>
<td>6</td>
</tr>
<tr>
<td>REFERENCES</td>
<td>10</td>
</tr>
<tr>
<td>ADMINISTRATIVE PROCEDURES</td>
<td>10</td>
</tr>
<tr>
<td>COMPENSATION</td>
<td>11</td>
</tr>
<tr>
<td>OTHER INFORMATION</td>
<td>12</td>
</tr>
</tbody>
</table>

ATTACHMENTS:

- EXHIBIT A & B, SIGNED
- FULL BIOS FOR PROPOSED ATTORNEYS

RecycleMore/WCCIWMA
Legal Counsel Services
2. Firm Overview

Describe the firm’s history, organization, qualifications, experience and areas of law served by the firm. Please emphasize the specific qualifications and experience applicable to serving in capacities similar to Authority’s requirements. Include a description of the firm’s experience working in this geographical area.

Meyers Nave has focused on providing legal services to California public agencies since it was founded in 1986. Since then, the firm has grown from a handful of lawyers to more than 60 attorneys in five offices around the state. We now provide a full range of specialized legal services in addition to the general public law counsel our clients need.

Our public clients range from small, single-purpose public entities to large and populous cities and counties, and we have built enduring relationships with public officials. Meyers Nave’s legal services help these entities successfully manage and optimize programs and initiatives to meet policy goals. Our work includes engagements related to land use and environmental law; brownfield regulations; solid waste regulations; ports, airports, and harbors; public contracts and construction; eminent domain; public entity tort liability; public power, and much more.

Meyers Nave’s public agency depth is centered in our Municipal and Special District Law practice, which provides comprehensive services to clients on a daily basis. Attorneys in this group currently serve as general counsel to more than 40 special districts, including the West Contra Costa Transportation Advisory Committee, and the East Bay Dischargers Authority.

We also provide contract city attorney services to 17 municipalities, including the Contra Costa County cities of Pinole, El Cerrito and Walnut Creek. Our success in client service can be seen in the length of these relationships, several of which date back to the founding of our firm or the incorporation of the respective city.

Meyers Nave has a great understanding of the Authority’s geographic area from our committed service here. In addition to our role as City Attorney to member agencies El Cerrito and Pinole, we provide or have provided legal services to the County of Contra Costa, Crockett Community Services District, Stege Sanitary District, Moraga-Orinda Fire District, City of Pittsburg, the City of Walnut Creek and many more.

Our focus on public law and institutional knowledge is a core advantage. Meyers Nave attorneys have a thorough expertise in the laws that govern all California agencies, including the Brown Act, Public Records Act, Political Reform Act and more. We provide all of the general counsel services outlined in the Authority’s RFP, day in and day out.
Having served more than 300 California public agencies over the history of our firm, we have also encountered many public entity issues that other firms have never seen. Our attorneys provide specialized services in 15 other areas of law, including labor and employment, public contracts, public finance, land use, litigation, and environmental law.

**Solid Waste Expertise**
For over three decades, Meyers Nave has advised and represented numerous cities, counties and other public agencies on issues related to solid waste franchising. Members of our firm have drafted, edited, and negotiated a substantial number of franchise agreements for solid waste collection and recycling services. Our attorneys have experience with fully competitive vendor selection and multiple-party and single-party negotiations. We only provide legal services related to solid waste franchising issues to public agencies.

Firm attorneys have drafted franchise agreements and dealt with various solid waste issues in numerous jurisdictions, both within Contra Costa County and elsewhere in Northern California. We currently provide solid waste-related legal services to the City of San Leandro, the City of Dublin, the City of Union City, Oro Loma Sanitary District, and the Tamalpais Community Services District, among others.

In the past, the firm has provided solid waste-related legal services to, among others, the cities of Los Baños, Milpitas, Oakland, Pinole, Pleasant Hill, Stockton, and the County of Tulare. The firm represented Sonoma County cities in negotiations over a landfill closure in Solano County. Representative assignments have included advice on full-scale RFP selection and contracting, single- and multiple-company negotiations, rate-setting and Proposition 218 negotiations between public agencies, CEQA compliance for solid waste facilities, and participation in financing, construction, and regulation of transfer stations/recycling centers.

**Recycling**
Similarly, the firm has provided many local and regional public agencies with legal services concerning recycling and meeting the requirements of state law and, in some cases, regional laws and policies. Services have included legal analysis, advice, and drafting and negotiation of documents such as exclusive and non-exclusive recycling agreements, recycling related to construction and demolition ordinances, and processing and recyclable sales agreements.

A major project that Meyers Nave worked on is the City of El Cerrito’s Recycling and Environmental Resources Center Project. We advised on all phases of the $5 million-plus project, including drafting the design-build prequalification documents, requests for proposals and related construction contracts. Built primarily with recycled materials, the center also features recycled rain water and solar power, and has been certified Net Zero Energy and as LEED Platinum, the highest rating for environmental friendliness rating.
**Joint Powers Authorities**

Meyers Nave attorneys work extensively with Joint Powers Authorities (JPAs) statewide in both forming and representing such entities. We have a thorough grasp of the Government Code Sections 6500 et seq.—the basic statutes concerning the formation and operation of joint powers agreements and JPAs. However, these state statutes set forth comparatively few parameters for JPAs. Often, determining what is productive to include in JPA formation agreements and bylaws is a matter of experience, not simply reading the statutes.

Our experience serving JPAs is expansive. We advise JPA clients who provide solid waste services, transit and rail services, economic development services, 911 call services, emergency fire and ambulance services, municipal power services and risk management services. These clients include the Alameda County Transportation Commission, East Bay Dischargers Authority, Local Government Services JPA [Bay Area], Modesto Regional Fire Authority, Municipal Services Authority [Bay Area], Northern California Power Agency, Orange County Fire Authority, Sacramento Housing & Redevelopment Agency, Transbay Joint Powers Authority, Tri-Valley Transportation Council, and West [Sonoma] County Transportation Agency.

**Labor and Employment Law**

Our attorneys often consult with administrators about personnel-related issues. 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.

We have included the resume of Jesse Lad, an Of Counsel attorney in our Labor and Employment practice group, for assistance to our team. Our Labor and Employment group provides the following services as needed:

- Litigation;
- General advice, audits, and special projects;
- Discipline and contract grievances;
- Interest arbitration and mediation;
- Administrative hearings before personnel boards, commissions, and arbitrators;
- Labor relations, training, and workshops;
- Investigations; and
- Negotiation “at the table” for public entity management.
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. 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 litigation of contracts and any number of other matters for our clients, such as recoupment of fees for loan default and property damage.

One current example is our successful representation of the County of Los Angeles in a matter to prevent the operation of an illegal landfill. The case involved the illegal transport and dumping of concrete and other construction debris in an ecologically sensitive region in the Browns Canyon area of the Santa Susana Mountains. Agreeing with Meyers Nave’s motion, the judge ruled that the owner and operator of the dump was violating an earlier injunction. The judge also confirmed his prior order and imposed additional significant restrictions on the defendants’ activities, including a ban on Class 6 and higher trucks, and required defendant to post No Dumping signs and submit a conditional use permit as well as an engineering grading application to address hillside stability issues.

We would expect that RecycleMore is most likely to face litigation arising from disputes over procurement processes, ratesetting challenges brought by third parties against member agencies, and general commercial litigation arising from the post-collection agreement and other contracts. The firm has handled numerous litigation matters involving fees and charges, as well as allegations under Proposition 218 and other revenue laws. Our proposed lead counsel, John Bakker, is often involved in those disputes as subject-matter expert, either advising or overseeing the work of litigation attorneys defending or prosecuting such cases.

Disputes over procurement processes typically take the form of applications for writs of mandate directing the agency to comply with its processes or state law, and much of our litigation practice—being primarily devoted to representing public agencies—involves the defense of such writs.

The firm also has extensive experience in contract disputes, including with solid waste operators. We would anticipate that any commercial litigation would be handled by Nancy Harris, a commercial litigator with extensive public and private sector commercial litigation. Nancy’s resume is included in the “Other Information” section below.

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.

Public Finance
Meyers Nave and proposed lead counsel John Bakker have significant expertise in establishing service charges for utility services under Proposition 218 and other applicable laws. Solid waste rate-setting is distinct, since it involves the rates that a private company charges for the services it provides. Nonetheless, ratepayers, taxpayer advocates, and even waste haulers often assert that the same rules apply, and our 20+ years of experience with navigating Proposition 218’s rules is invaluable in avoiding, responding to, and mitigating the impact of such assertions of Proposition 218. While this expertise is not directly relevant to the powers of the Authority, since it is not involved in setting rates, a thorough understanding of the pressures that member agencies face is of great importance.

To the extent that the Authority may be involved in the issuance of debt for a solid waste facility, Meyers Nave has helped dozens of special districts, cities, counties, and joint powers agencies throughout California acquire bond financing for capital projects. Our team’s clients include the Central Contra Costa County Sanitary District; the Tuolumne City Community Services District; the cities of Pinole, Pittsburg, Piedmont, Oakley, Gonzales, Soledad, Yreka, South El Monte, Guadalupe and South San Francisco; the towns of Windsor and Moraga; and the counties of Monterey, San Luis Obispo and Butte.

Environmental Law
Meyers Nave's Land Use and Environmental Law Practice Group advises and represents public clients with respect to their rights, obligations, liabilities, and opportunities under all federal, state, and local environmental laws and regulations. We provide a wide range of services in environmental law. Among those of particular relevance to the Authority are California Environmental Quality Act (CEQA) and National Environmental Policy Act (NEPA) compliance, as well as Clean Water Act compliance and NPDES permitting. Cases we have handled include the following:

- Meyers Nave defended the Central Contra Costa Sanitary District against a CERCLA/RCRA action, *Gregory Village Partners, L.P. v. Chevron U.S.A., Inc.*, et al. and *Schaeffer, et al. v. Gregory Village Partners, L.P.*, related to contamination from dry cleaning solvents and petroleum hydrocarbons, as well as a RCRA 90-day notice of intent to sue by a down-gradient property owner. Combined, the two matters involve three separate pieces of property and over 20 potentially responsible parties. Both lawsuits against CCCSD were dismissed, and the related administrative case was successfully defended.

- The California Regional Water Quality Control Board, Central Valley Region, issued a draft cease and desist order that would have required the County of Stanislaus to implement a new and expensive groundwater extraction and treatment remedy to address volatile
organic compounds allegedly migrating from the closed Geer Road Landfill to the nearby Tuolumne River. At the hearing’s conclusion, the Regional Board’s prosecution team agreed with the approach advocated by the county, allowing it to pursue source control efforts before requiring the new groundwater extraction and treatment remedy.

- Meyers Nave represented the City of South San Francisco in a lawsuit, City of South San Francisco v. Ned Pepper, Inc., seeking to recover the costs of cleanup caused by the negligent disposal of hazardous waste to a landfill by a transportation company.

### 3. Lead Counsel/Team

We propose Meyers Nave principal John Bakker to serve as Authority Counsel, assisted by Laura McKinney and Thomas Lloyd Smith.

#### John D. Bakker

**Education**
- University of California, Hastings College of the Law, J.D., 1998
- University of California at Berkeley, B.A., History, 1995

**California Bar Number:** 198563

Our proposed lead counsel for the Central Contra Costa Solid Waste Authority is John D. Bakker. John chairs the firm’s flagship practice group, Municipal and Special District Law, overseeing the work of more than 30 attorneys who serve as city attorneys to municipalities and general counsel to special districts throughout the state. John is an experienced and knowledgeable advisor on the full range of public law issues. His areas of focus include government finance (Propositions 13, 62, and 218), Political Reform Act compliance (lobbying, conflicts, campaign finance), elections (initiative and referendum), the Cortese-Knox-Hertzberg Local Government Reorganization Act (annexations, incorporations, and reorganizations), land use, and telecommunications, energy and public utilities.

Since joining the firm in January of 2001, John has advised municipal clients on these and other public law issues and advised private clients on the procedures for incorporating new cities. Currently, John serves as City Attorney for the City of Dublin and General Counsel for the Bayshore Sanitary District, the Kensington Fire Protection District, the Napa Sanitation District and the Tamalpais Community Services District.
Many of the firm’s clients rely on John’s knowledge of funding issues related to utility and other public infrastructure projects. He has advised clients on development impact fees; the adoption and increase of water, sewer, storm water and solid waste service charges; and water and sewer connection and capacity charges. In advising cities on comprehensive updates to their development impact fee programs, John reviews supporting documentation, ensures compliance with the Mitigation Fee Act and constitutional requirements, and prepares necessary legislation. He has also advised several cities in disputes with developers over the application of impact fees to their projects. John has also served as an expert on Proposition 218 proceedings in a patent infringement lawsuit.

**Solid Waste Experience**

John represented the City of Oakland in the process of soliciting proposals and negotiating a new solid waste franchise agreement. John’s role focused on rate-setting practices, and Propositions 218 and 26. In the course of the representation, his role expanded to include various other aspects of the RFP process, including evaluation of various community benefit proposals proposed by the City Council and drafting and negotiating revisions to the form franchise agreement proposed by the responding bidders. The process included a challenge to the award by one of the bidders, and the negotiation of a resolution between the city and the two bidders.

John represented the City of Union City in its negotiations with BLT Enterprises Inc., a transfer station operator in the City of Fremont, on the transfer and handling of the City’s solid waste stream. As the Assistant City Attorney since 2001 and the City Attorney since 2008, John has represented the City of Dublin in its various dealings with its waste hauler, Alameda County Industries. He also provided solid waste services to the cities of Union City and Milpitas, where he formerly served as assistant City Attorney. Finally, John has assisted many of the firm’s clients with understanding the Proposition 218 risks associated with their solid waste systems. In the course of that work, he has developed numerous risk management practices that vary depending on the agencies’ solid waste systems and franchise agreement.

---

**Laura N. McKinney**

**Education**

- California Western School of Law, J.D., 1994
- University of Maryland, B.A., English Language and Literature, 1990

**California Bar Number:** 176082
To assist and provide backup to the lead counsel for Authority, we propose Laura N. McKinney, an Of Counsel member of our Municipal and Special District Law group. Laura provides legal counsel to numerous public entities and currently serves as General Counsel of the West Valley Sanitation District of Santa Clara County. Laura has extensive experience in all areas of California law relating to local government administration, operations, decision-making and community outreach. Her recent experience ranges from drafting a Joint Powers Authority agreement and negotiating a variety of complex leases to preparing solid waste administrative citation ordinances and developing related implementation and training programs.

Laura’s background includes serving for fifteen years as a Deputy City Attorney for the City of Berkeley, which operates its own solid waste operation. She provided transactional advice to City departments in the areas of land use, planning and building, nuisance abatement, housing, redevelopment, the Code Enforcement Unit (CEU) and the Berkeley Housing Authority. Her work with the CEU included developing and implementing successful strategies to address scavenging. Laura drafted a wide range of ordinances, including those addressing massage establishments, development near creeks, inclusionary housing and density bonuses, relocation of tenants and nuisance abatement.

She also defended the City of Berkeley in litigation in federal and state court, including researching and drafting briefs and participating in oral argument in the following three important published cases:

- *Evans v. Berkeley* which upheld the right of governmental entities in California to withhold support from non-profit organizations that practice discrimination on the basis of sexual orientation.

- *Wollmer v. Berkeley* which upheld the approval of an affordable housing mixed-use development that was challenged as violating the state’s density bonus law as well as the California Environmental Quality Act.

- *Berkeley Hillside Preservation v. City of Berkeley* was the landmark case that addressed the meaning of the “unusual circumstances” exception to CEQA’s categorical exemptions, and upheld the City’s determination that a proposed residential home was categorically exempt from CEQA regulations. The case went up to the California Supreme Court, which affirmed the lower court’s ruling.

Prior to her service for the City of Berkeley, Laura was an associate attorney at a private law firm where she litigated consumer protection, unlawful and unfair business practices, and unfair debt collection practices cases in federal and state court. Laura began her legal career as a Staff Attorney at the Environmental Law Foundation, where she litigated cases in state and federal court through private attorney general provisions of the California Safe Drinking Water and Toxic Enforcement Act (Proposition 65), Unfair Business Practices Act, False Claims Act, Resource Conservation Recovery Act, Clean Water Act and Endangered Species Act.
Thomas Lloyd Smith

Education

- Harvard Law School, J.D.
- Harvard Kennedy School, Master’s in Public Policy
- Seton Hall University, B.S., Education, magna cum laude

California Bar Number: 314631

Thomas Lloyd Smith advises cities, special districts, educational institutions and other public entities on a range of legal issues they confront daily. Thomas serves as Assistant City Attorney for the City of San Leandro. He also assists in the provision of general counsel services to the City of El Cerrito and the City of Larkspur.

Thomas has developed notable experience in contract law, conflicts of interest, executive employment agreements, workplace investigations, employee discipline, and DFEH/EEOC matters. Thomas also deals extensively with issues of constitutional law, the Political Reform Act, Ralph M. Brown Act, and the Public Records Act. Thomas’ practice also extends to issues of public contract bidding, public-private partnerships, land use and environmental issues.

Thomas’ broad scope of experience also includes:

- Drafting a proposal to combine the personnel and resources of two separate cities to create a central fire district
- Offering guidance to a city seeking to establish a disadvantaged business enterprise program for businesses owned by minorities and women, in compliance with Prop 209
- Drafting executive employment agreements, dismissal recommendations, statements of charges, termination letters, and settlement agreements
- Advising the board of a community college in evaluating land use options for a potential public private partnership
- Responding to an investigation by the District Attorney and the Department of Environmental Health on underground storage tank site remediation issues
- Drafting pleadings and representing clients in court proceedings, arbitration and mediation
- Investigating complaints, reporting findings of fact, and recommending corrective action
- Drafting articles of incorporation, IRS Form 1023 for 501(c)(3) incorporation, bylaws, consents, resolutions, conflict of interest codes and policies, and service contracts

Thomas’ legal experience also includes providing governance training services to boards of nonprofit organizations; advisory services to founders of new non-profit organizations and schools; and guidance regarding choice of entity, residency, founder shares, ESOs, etc.
4. References

Provided below are references for Meyers Nave with John Bakker as lead counsel. We would be happy to provide additional references upon request.

City of Dublin – John serves as City Attorney for Dublin.

Chris Foss, City Manager
Telephone: 925.833.6600
Email: chris.foss@ci.dublin.ca.gov

Napa Sanitation District – John serves as General Counsel for Napa San.

Tim Healy, General Manager
Telephone: 707.258.6000
Email: thealy@napasan.com

Tamalpais Community Services District – John provides General Counsel services to the Tamalpais Community Services District, which provides solid waste collection, sewer collection, and parks and recreation services.

Heather Abrams, General Manager
Telephone: 415.388.6393
Email: habrams@tcsd.us

5. Administrative Procedures

How we deliver services is just as important as our knowledge of the law. Meyers Nave has implemented a set of standards to ensure client satisfaction. First and foremost is a clear understanding of our clients’ needs and expectations. We listen to our clients to understand what they are looking for, then work with them to establish clear work practices and define roles and deliverables. As a well-integrated firm with dozens of attorneys and staff, we can tap additional resources whenever needed. This helps us manage workflow and control costs, while remaining flexible in complex and evolving situations.

Meyers Nave uses a computerized system that tracks individual time and costs for unlimited matters for each client. Capabilities include Uniform Task-Based Management System (UTBMS) billing, which some of our clients require. We provide detailed, itemized monthly statements.
and invoices for all services performed. Each monthly statement provides summaries, separated by matter, of the type of activity performed, the length of time spent performing the activity, the attorney performing the work, and the cost. Time is reported to the tenth of the hour. Additional expenses are recorded in our billing system and itemized on monthly invoices.

Any reporting documentation will be sent, per the Authority’s preference, by mail or electronically (PDF document). We request payment within 30 days. Our invoices meet all audit standards, and have met the standards of clients whose requirements are known to be among the most stringent in the state.

We commit to being highly responsive and to develop work approaches tailored to your needs. Our experience allows us to easily step into the role of General Counsel with a relatively short learning curve; because we have represented many public agencies with many different working styles and preferences, we have a range of approaches and tools at our disposal to make it even easier for us to fit seamlessly into your team. Once we start working on a project, we will work closely with the Authority or independently if desired, all to ensure that the assignment is completed satisfactorily, on time and within budget.

6. Compensation

At Meyers Nave, our years of experience in handling matters for public agency clients enables us to provide these legal services with maximum efficiency and cost-effectiveness. Given our familiarity with many issues that regularly face California public agencies, we deliver top value to clients through optimally deployed experience, knowledge and dedication.

**Discounted Hourly Rates for RecycleMore**

<table>
<thead>
<tr>
<th>GENERAL COUNSEL</th>
<th>RATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Principal (Bakker)</td>
<td>$295</td>
</tr>
<tr>
<td>Of Counsel (McKinney)</td>
<td>$275</td>
</tr>
<tr>
<td>Associate (Smith)</td>
<td>$250</td>
</tr>
<tr>
<td>Paralegal</td>
<td>$150</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>LITIGATION</th>
<th>RATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Principal</td>
<td>$375</td>
</tr>
<tr>
<td>Of Counsel</td>
<td>$325</td>
</tr>
<tr>
<td>Associate</td>
<td>$275</td>
</tr>
<tr>
<td>Paralegal</td>
<td>$165</td>
</tr>
</tbody>
</table>
Expenses

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.

<table>
<thead>
<tr>
<th>EXPENSE</th>
<th>RATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mileage</td>
<td>Current IRS rate per year</td>
</tr>
<tr>
<td>Photocopy</td>
<td>$0.25 per page</td>
</tr>
<tr>
<td>Postage</td>
<td>Current USPS rate</td>
</tr>
<tr>
<td>Third-Party Expenses</td>
<td>Actual costs</td>
</tr>
</tbody>
</table>

7. Other Information

As noted above, we have highlighted the following Meyers Nave attorneys to potentially assist the West Contra Costa Integrated Waste Management Authority in special matters.

Nancy E. Harris

Education:
University of Texas School of Law, J.D., magna cum laude
University of Texas, M.P.A., Public Affairs
University of California at San Diego, B.A., Public Affairs, magna cum laude, Phi Beta Kappa

California Bar Number: 197042

Nancy Harris is the Chair of Meyers Nave’s Commercial Litigation Practice Group. She is an accomplished trial lawyer who handles a wide variety of litigation matters. Nancy has nearly 20 years of experience helping individuals and companies resolve commercial disputes, regulatory compliance investigations and related litigation throughout California and across the country. She has special expertise in governmental compliance and investigations, unfair business practices and false advertising, consumer class actions, data security, intellectual property, and insurance coverage.

Nancy’s clients include multinational corporations, privately held startups, and corporate officers, directors and executives. Her experience covers a variety of industries, including software as a service, healthcare, accounting, publishing, banking, retail, manufacturing and real estate. Nancy focuses on resolving engagements prior to trial, such as through motion
practice and/or mediation. However, she has also achieved successful results when trial was merited, including complete defense victories and multi-million dollar verdicts. Her cases often involve high-profile matters that receive media attention and recognition such as a litigation result that the Daily Journal selected as a Top Defense Verdict.

Prior to joining Meyers Nave, Nancy was Of Counsel in the San Francisco office of Orrick, Herrington & Sutcliffe, where she handled California, interstate and cross-border commercial litigation matters on behalf of U.S. and multinational businesses and corporate executives. She served on the Board of Directors of the Lawyers’ Committee for Civil Rights of the Bay Area from 2006 to 2016.

Jesse J. Lad

Education

- Marquette University Law School, J.D., 2003
- University of Iowa, B.A., Political Science with a Spanish minor, 1998

California Bar Number: 229389

Jesse Lad advises clients on a wide range of labor and employment law matters arising under state and federal laws, including labor relations, collective bargaining, discipline, employee privacy, and medical leave. He also defends clients against claims of harassment, discrimination, retaliation, and wrongful discharge, as well as wage and hour issues.

Jesse serves as lead employment law counsel, lead labor counsel, and chief labor negotiator for numerous cities and special districts in California. He regularly represents public agency employers in arbitrations and administrative hearings, and has handled representation and certification matters for various clients. He also served as a member of the team that conducted a confidential internal affairs investigation for the Bay Area Rapid Transit District (BART) of the officer-involved shooting death of passenger Oscar Grant.

Jesse has prevailed in cases at both the trial and appellate court levels, as well as in numerous arbitrations and administrative hearings. While in law school, Jesse was an intern with the National Labor Relations Board and Wisconsin Court of Appeals.

Thank you for this opportunity to propose Meyers Nave’s services for the West Contra Costa Integrated Waste Management Authority.
Exhibit A - Proposal Authorization and Acknowledgement Form

NAME OF PROPOSER: John D. Bakker

ORGANIZATION: Meyers Nave Riback Silver & Wilson

1. The undersigned is a Proposer under this RFP and possesses the legal authority to submit this Proposal.

2. The undersigned is authorized to conduct all negotiations for and legally bind the Proposer in all matters relating to this Proposal submittal.

3. The undersigned certifies that this Proposal is irrevocable until June 5, 2019 (minimum of 120 days from submittal).

4. The undersigned acknowledges that the Agency reserves the following rights and options related to proposals submitted in response to the RFP:
   • Award an agreement for services described in this RFP.
   • Reject all proposals and continue with the Authority’s current Legal Counsel for a temporary or permanent period of time;
   • Reject any proposal.
   • If during the course of negotiations with a selected PROPOSER, the AUTHORITY determines in its sole discretion that an acceptable Agreement cannot be negotiated, the AUTHORITY reserves the right to suspend negotiations with that PROPOSER and begin negotiations with another PROPOSER. Also, the AUTHORITY reserves the right to undertake simultaneous negotiations of the final Agreement with more than one PROPOSER.
   • Waive defects and/or irregularities in any proposal.
   • Request from any PROPOSER at any time during the evaluation process, clarification of any information contained in the proposal.
     • Conduct interview(s) with any PROPOSER(s).
     • Negotiate terms and conditions that are different from those described in this RFP and Agreement.
     • Contact references provided and seek information from any client with which the PROPOSER has done business.
   • Take other such action that best suits the needs of the AUTHORITY and/or its citizens.
Exhibit B - Form of Agreement

☑️ The undersigned has carefully reviewed the forms of Agreement contained in the RFP and is prepared to agree to the terms and conditions stated therein.

☑️ The undersigned has carefully reviewed the forms of Agreement contained in the RFP and is prepared to agree to the terms and conditions of the forms with the proposed modifications attached hereto. (Proposer must attach any proposed modifications to the Form of Agreement.)

Print Name: John D. Bakker
Title: Principal
Organization: Meyers Nave Riback Silver & Wilson
Telephone: 510-808-2000
Facsimile: 510.444.1108
E-Mail Address: jbakker@meyersnave.com

Signature: _______________________________ Date: Feb. 4, 2019
John Bakker chairs the Municipal and Special District Law and California Public Records Act Practice Groups, overseeing the work of Meyers Nave attorneys who serve as City Attorney for municipalities of all sizes throughout the state. John is an experienced and knowledgeable advisor on the full range of public law issues. His areas of focus include government finance (Propositions 13, 62, and 218), Political Reform Act compliance (lobbying, conflicts, campaign finance), elections (initiative and referendum), Cortese-Knox-Hertzberg Local Government Reorganization Act (annexations, incorporations, and reorganizations), California Public Records Act, land use, and telecommunications, energy and public utilities. Since joining the firm in January of 2001, John has advised municipal clients on these and other public law issues and advised clients on the procedures for incorporating new cities. John currently serves as City Attorney for the City of Dublin, and General Counsel for the Bayshore Sanitary District, Kensington Fire Protection District, Napa Sanitation District and Tamalpais Community Services District.

Many of the firm’s clients rely on John’s knowledge of funding issues related to utility and other public infrastructure projects. He has advised clients on development impact fees; the adoption and increase of water, sewer, stormwater and solid waste service charges; and water and sewer connection and capacity charges. In advising cities on comprehensive updates to their development impact fee programs, John reviews supporting documentation, ensures compliance with the Mitigation Fee Act and constitutional requirements, and prepares necessary legislation. He has also advised several cities in disputes with developers over the application of impact fees to their projects. John has also served as an expert on Proposition 218 proceedings in a patent infringement lawsuit.

In connection with these and related utility and infrastructure matters, John frequently advises clients on
compliance with Proposition 13, Proposition 218 and the Mitigation Fee Act. He is a recognized authority on Proposition 218’s provisions regarding property-related fees, having presented on the topic to the League of California Cities City Attorneys Committee on two occasions and having served on the League’s Ad Hoc Committee on Proposition 218 in 2007. John currently serves on the League of California Cities Ad Hoc Prop. 26 Committee. This taskforce is charged with preparing guidance regarding the implementation of the proposition, which California voters approved at the November 2010 election. The measure imposes new procedural and substantive requirements on some local fees.

John has particular knowledge of all aspects of Local Agency Formation Commission (LAFCO) proceedings. At his former firm, John worked on a matter that resulted in a published appellate decision involving LAFCO laws: *Embarcadero Municipal Improvement District v. County of Santa Barbara* (2001) 88 Cal.App.4th 781. In the course of this work, he became intimately familiar with all aspects of the LAFCO law. Subsequently, he has represented LAFCOs, citizens groups, special districts and cities in all manner of LAFCO proceedings. This representation of citizens groups has focused on citizens working their way through the complicated LAFCO process leading to the incorporation of a new city. Notably, John:

- Advised the newly incorporated City of Rancho Cordova in a dispute with LAFCO and the County on the legality of the City’s revenue neutrality obligations imposed during the incorporation proceeding;
- Advised special district clients wishing to oppose incorporations and other proposals that negatively impacted the districts;
- Advised a special district client on competing proposals to either incorporate the Goleta Valley or annex it to the City of Santa Barbara;
- Assisted city clients with a number of large-scale annexations and sphere of influence proceedings; and
- Served as conflicts counsel to the Del Norte LAFCO in a proceeding initiated by the County to dissolve a water district.

In connection with his LAFCO and finance work, John has developed an expertise in other arcane areas of local-government finance. In particular, John has advised many of the firm’s clients in disputes relating to the allocation of property tax revenues to cities, counties, and special districts. In addition, John has been retained by the League of California Cities to pursue litigation against the State of California challenging a provision of the 2011-2012 State Budget that reallocates vehicle license fee revenue in a manner that the League asserts violates state law. The challenge involves various provisions of the State Constitution (Propositions 22 and 1A) that prohibit state raids on local revenues.

John is Co-chair of the firm’s Energy, Public Power and Telecommunications Practice Group, advising firm clients on a range of telecommunications and cable television matters. During law school, he interned at the California Public Utilities Commission and worked on various telecommunications matters there, including the implementation of the Telecommunications Act of 1996. He has advised clients on the Act’s provisions which preempt local land use
authority over wireless and wireline facilities and ham radio antennas. He has also advised clients on the impact of state law provisions granting telephone corporations a right to use public rights of way for telecommunications facilities. John has been heavily involved in responding to AT&T’s entry into the video programming market, both before and after the enactment of the Digital Infrastructure and Video Competition Act of 2006. Recently, John negotiated a municipal WiFi agreement with AT&T on behalf of the City of Napa.

Professional Affiliations

- Member, The State Bar of California
- Member, League of California Cities, City Attorney Department
- Co-Chair, Attorney's Committee, California Association of Sanitation Agencies
- Member, State of California and Nevada Chapter, National Association of Telecommunications Officers and Advisors
- Member, League of California Cities Ad Hoc Prop. 26 Committee
- Member, League of California Cities, City Attorneys Department Ad Hoc Committee on Prop 218, 2007

Published Decisions


Presentations and Publications

- Quoted, “What Happens if Cities Don’t Abide by New Legislation to Speed Up Development Projects?” San Francisco Business Times, March 9, 2018
- Presenter, “Conducting Effective General Manager Evaluations,” California Special Districts Association Leadership Academy, 2018
- Presenter, “LAFCOs and Special Districts: Pitfalls and Opportunities,” California Special Districts Association Annual Conference, 2017


- Presenter, “Board Member Compensation,” California Special Districts Association, 2014

- Presenter, “AB 1234 Training,” California Association of Sanitation Agencies, 2014

- Presenter, “AB 1234 Ethics Training,” California Special Districts Association Annual Conference, 2013

- Presenter, “Local Agency Formation Commissions 101: A primer for Special Districts on the powers and responsibilities of LAFCOs,” California Special Districts Association Annual Conference, 2013

- Moderator and Presenter, “Shared Services and Service Efficiencies,” CALAFCO University, 2012


- Author, amicus curiae letter to the California Supreme Court seeking review of *Howard Jarvis Taxpayers Association v. City of Salinas* (S108349)


- Prepared a letter to the Attorney General on an opinion request regarding whether cities and counties may impose conditions on permits that would require developers to indemnify the city or county in the event that the permit is challenged.

- Presenter, “Proposition 218’s Rules for Property-Related Fees,” California Association of Sanitation Agencies, Attorneys Committee, 2006
• Presenter, “Condominium Conversions,” League of California Cities, 2006 Planner’s Institute, 2006

Representative Experience

• Represented the League of California Cities in litigation against the State of California asserting that the state budget’s allocation of vehicle license fee revenues violates provisions of the California Constitution added by Proposition 22 and Proposition 1A.

• Represented Alameda and San Mateo County jurisdictions in the prosecution of a test claim at the State Mandates Commission alleging that obligations contained in stormwater permit issued by Regional Water Quality Control Board are unfunded state mandates.

• Advised two fire districts opposing consolidation proposals in Contra Costa County.

• Advised the firm’s clients on the impacts of Proposition 26 on their ability to adopt new and increase existing fees and assessments.

• Advised a California Water District on the various mechanisms available to take over the provision of water service from a failing non-profit mutual water company. Although the transaction was envisioned as a friendly “merger,” the options analyzed included exercising the power of eminent domain, allowing the water company to be dissolved or put into receivership, and structuring an agreement allowing the district to contract with the water company to provide water service to its customers.

• Advised clients that have been faced with initiative petitions to reduce sewer and water rates pursuant to authorization in Proposition 218.

• Advised clients in a dispute over the imposition of property tax administration charges on property tax revenues derived from the legislature’s “triple flip” and swap.

• Advised utility clients on compliance Proposition 218 after the California Supreme Court’s City of Salinas, Shasta Community Services District, and Bighorn decisions dealing with property-related fees under Proposition 218.

• Advised the City of Salinas on its options for funding its stormwater program following the California Supreme Court’s decision in Howard Jarvis Taxpayers Association v. City of Salinas.

• Advised a large Central Valley city on a comprehensive update to its development impact fee program.

• Advised the City of Dublin in conjunction with several annexation applications to LAFCO, including an annexation of over 1,000 acres.
• Advised the City of Rancho Cordova on the legality of its revenue-neutrality obligations imposed by LAFCO. The City and County eventually settled in a manner that significantly reduced the City’s LAFCO-imposed obligations.

• Advised the City of Greenfield in a LAFCO proceeding to amend the City’s sphere of influence to include an additional 1,139 acres.

• Advised the City of Dublin on a proposal to apply condominium conversion ordinance provisions to previously mapped apartment projects.

• Assisted various cities and counties with the AT&T Project Lightspeed rollout and implementation of the Digital Infrastructure and Video Competition Act of 2006.

• Drafted a condominium conversion ordinance applicable to a previously mapped apartment project on behalf of a large Southern California city.

• Negotiated a municipal Wi-Fi agreement with AT&T on behalf of the City of Napa.

• Provided advice to citizens’ groups seeking to incorporate in Castro Valley and in the Carmel Valley.

• Represented the City of Tracy in a California Energy Commission (CEC) proceeding opposing the development of an electricity-generating peaker plant within the City’s sphere of influence.

• For Del Norte LAFCO, served as conflicts counsel in a proceeding to dissolve a water district.

• For a City in San Diego County, worked with a fee consultant to develop a mechanism to fund the completion of an incomplete sidewalk system, based in part on contributions from new development and residential additions.

• Prepared a comprehensive water conservation ordinance for a large Southern California city.
Laura McKinney is Of Counsel in the Municipal and Special District Law Practice Group. She provides legal counsel to numerous public entities and currently serves as General Counsel of the West Valley Sanitation District of Santa Clara County. Laura has extensive experience in all areas of California law relating to local government administration, operations, decision-making and community outreach. For example, her recent experience ranges from drafting a Joint Powers Authority agreement and negotiating a variety of complex leases, to preparing administrative citation ordinances and developing related implementation and training programs for special districts.

Laura’s background also includes serving for fifteen years as a Deputy City Attorney for the City of Berkeley. She provided transactional advice to City departments in the areas of land use, planning and building, nuisance abatement, housing, redevelopment, the Code Enforcement Unit and the Berkeley Housing Authority. Laura drafted a wide range of ordinances, including those addressing massage establishments, development near creeks, inclusionary housing and density bonuses, relocation of tenants and nuisance abatement.

She also defended the City of Berkeley in litigation in federal and state court, including researching and drafting briefs and participating in oral argument in the following three important published cases:

- **Evans v. Berkeley** which upheld the right of governmental entities in California to withhold support from non-profit organizations that practice discrimination on the basis of sexual orientation.

- **Wollmer v. Berkeley** which upheld the approval of an affordable housing mixed-use development that was challenged as violating the state's density bonus law as well as the California Environmental Quality Act.

- **Berkeley Hillside Preservation v. City of Berkeley** was the landmark case that addressed the meaning of the
“unusual circumstances” exception to CEQA’s categorical exemptions, and upheld the City’s determination that a proposed residential home was categorically exempt from CEQA regulations. The case went up to the California Supreme Court, which affirmed the lower court’s ruling.

Prior to her service for the City of Berkley, Laura was an Associate Attorney at a private law firm where she litigated consumer protection, unlawful and unfair business practices, and unfair debt collection practices cases in federal and state court.

Laura began her legal career as a Staff Attorney at the Environmental Law Foundation, where she litigated cases in state and federal court through private attorney general provisions of the California Safe Drinking Water and Toxic Enforcement Act (Proposition 65), Unfair Business Practices Act, False Claims Act, Resource Conservation Recovery Act, Clean Water Act and Endangered Species Act. She researched and drafted motions, and appeared before all levels of state trial courts, the U.S. District Court for the Northern District, the Ninth Circuit Court of Appeals as well as the California Public Utilities Commission.

In 1995, Laura was appointed Acting Legislative Director and Press Secretary for Congressman Ronald Coleman in Washington, D.C. She developed national and local press strategies, wrote and distributed press releases, and coordinated press activities with the Democratic Caucus while supervising the legislative staff and overseeing the completion of legislative tasks, production of staff documents and establishment of office protocol and procedure. She also prepared opinion editorials, statements for the Congressional Record, testimony, press conference remarks and speeches.
Thomas Lloyd Smith advises cities, special districts, educational institutions and other public entities on a range of legal issues they confront daily.

Thomas serves as Assistant City Attorney for the City of San Leandro. He also assists in the provision of general counsel services to the City of El Cerrito, City of Larkspur, and Central Contra Costa Sanitary District.

Thomas has developed notable experience in contract law, conflicts of interest, executive employment agreements, workplace investigations, employee discipline, and DFEH/EEOC matters. Thomas also deals extensively with issues of constitutional law, the Political Reform Act, Ralph M. Brown Act, the Public Records Act. Thomas’ practice also extends to issues of public contract bidding, public-private partnerships, land use and environmental issues.

Thomas’ broad scope of experience also includes:

- Drafting a proposal to combine the personnel and resources of two separate cities to create a central fire district
- Conducting a constitutional analysis and offering a city guidance concerning its aggressive solicitation ordinance
- Offering guidance to a city seeking to establish a disadvantaged business enterprise program for businesses owned by minorities and women, in compliance with Proposition 209
- Drafting executive employment agreements, dismissal recommendations, statements of charges, termination letters, and settlement agreements
- Advising the board of a community college in evaluating land use options for a potential public private partnership
- Drafting a letter of intent and a purchase and sale agreement for a $7 million community college property
- Responding to an investigation by the District Attorney and the Department of Environmental Health on underground storage tank site remediation issues
- Drafting pleadings and representing clients in court proceedings, arbitration and mediation
- Investigating complaints, reporting findings of fact, and recommending corrective action
- Drafting articles of incorporation, IRS Form 1023 for 501(c)(3) incorporation, board bylaws, consents, resolutions and minutes, conflict of interest codes and policies, and service contracts

Thomas’ legal experience also includes providing governance training services to boards of non-profit organizations; advisory services to founders of new non-profit organizations and schools; and guidance regarding choice of entity, residency, founder shares, ESOs, etc. For start-ups and venture capital clients, he has conducted company and investor-side due diligence, and drafted charters, stock purchase agreements, investors rights agreements, voting agreements, and IPO applications.

Thomas is the Chairperson of the Police Commission for the City of Oakland. The purpose of the Police Commission is to oversee the Oakland Police Department's policies, practices and customs to meet national standards of constitutional policing and to oversee the Community Police Review Agency that investigates police misconduct and recommends discipline. The Commission is comprised of seven regular and two alternate members, all of whom are Oakland residents and serve in a volunteer capacity.

Thomas has specialty expertise in the education field, having served as the Founder and Executive Director of a 6th-8th grade charter school. His responsibilities included the direct management and professional development of all school administrators; oversight of teachers and staff; drafting the school charter, annual reports, business plans, and development plans; and managing the school operating budget, and working with the Board on fundraising and development. Thomas reported directly to the Board and served on and supported all Board committees.

Thomas’ senior management experience includes managing four departments across all offices of a global corporate law firm with more than 500 attorneys. He also worked with the firm’s managing partners and executive committee to develop a post-merger integration strategy and implement a balanced scorecard management system throughout the firm. At the law firm, Thomas’ business planning and P&L responsibilities covered paralegals, secretaries, marketing, accounting, collections, and procurement. Thomas’ business analysis expertise has also been utilized by private, public and social sector institutions that were his clients at McKinsey & Company, a global management consulting firm. Thomas provided these organizations with an extensive range of business strategy advice, including e-commerce, change management, and growth planning.
Honors and Awards

- Appointment to the Oakland Police Commission by City of Oakland Mayor Libby Schaaf. Confirmation by Oakland City Council.
- Seton Hall University Annual Alumni Achievement Award, the highest alumni achievement award offered by the College of Education and Human Services for making significant contributions to one’s profession and community.
- Public Policy and International Affairs Fellowship, Harvard Kennedy School
- University Merit Scholar, Seton Hall University
- Kappa Delta Pi Scholar, International Honor Society in Education

Professional Affiliations and Community Service

- Chairperson, Oakland Police Commission
- Political Action Chairperson, Oakland NAACP
- Member, Equity Pledge Committee, Oakland Unified School District
- Member, Charles Houston Bar Association
- Member, California Council of School Attorneys
- Member, American Bar Association
- Member, National Bar Association

Presentations and Publications

- Presenter, “Public Safety, Policing, and Disaster Preparedness in Oakland,” Leadership Oakland, Oakland Chamber of Commerce, 2019
- Presenter, “Blockchain: What All Lawyers Need to Know,” California Minority Counsel Program, 29th Annual Business Conference, 2018
- Keynote Speaker, “Inclusive Leadership,” Seton Hall University, 2018
Nancy Harris is the Chair of Meyers Nave’s Commercial Litigation Practice Group. She is an accomplished trial lawyer who handles a wide variety of litigation matters. Nancy has nearly 20 years of experience helping individuals and companies resolve commercial disputes, regulatory compliance investigations and related litigation throughout California and across the country. She has special expertise in governmental compliance and investigations, unfair business practices and false advertising, consumer class actions, data security, intellectual property, and insurance coverage.

Nancy’s clients include multinational corporations, privately held startups, and corporate officers, directors and executives. Her experience covers a variety of industries, including software as a service, healthcare, accounting, publishing, banking, retail, manufacturing and real estate. Nancy focuses on resolving engagements prior to trial, such as through motion practice and/or mediation. However, she has also achieved successful results when trial was merited, including complete defense victories and multi-million dollar verdicts. Her cases often involve high-profile matters that receive media attention and recognition such as a litigation result that the Daily Journal selected as a Top Defense Verdict.

Prior to joining Meyers Nave, Nancy was Of Counsel in the San Francisco office of Orrick, Herrington & Sutcliffe, where she handled California, interstate and cross-border commercial litigation matters on behalf of U.S. and multinational businesses and corporate executives. She served on the Board of Directors of the Lawyers’ Committee for Civil Rights of the Bay Area from 2006 to 2016.

Nancy attended the University of California, San Diego for her undergraduate degree and obtained her law and master’s degrees from the University of Texas School of Law and Lyndon B. Johnson School of Public Affairs.
Honors and Awards

- Jack W. Londen Award for Civil Rights Impact Litigation, Lawyers’ Committee for Civil Rights of the Bay Area, 2010
- Keta Taylor Colby Pro Bono Award, Lawyers Committee for Civil Rights of the San Francisco Bay Area, 2003

Professional Affiliations

- Member, The State Bar of California
- Member, California Women Lawyers
- Board of Directors, Lawyers’ Committee for Civil Rights of the San Francisco Bay Area, 2006-2016

Presentations and Publications

- Presenter, “Women in the Courtroom,” Women Leadership in Law Conference, November 15, 2018
- Author, “The Scope of District Attorney’s Ability to Pursue a UCL Claim,” Daily Journal, June 14, 2018
- Presenter, “False Claims Act,” Seton Hall Law Life Sciences West Coast Compliance Certification Program, September 9, 2014
- Moderator, “Recent Developments in Insurance Coverage for Data Breaches,” Bar Association of San Francisco, May 6, 2014
Representative Experience

Class Action and Commercial Litigation

- Obtained a Temporary Restraining Order that will protect a company’s trade secrets and greatly reduce unfair competition from a business that two employees set up with stolen confidential information.

- Represent leading marketer and manufacturer of lawn and garden and pet supplies in defense of trade secret misappropriation claims relating to product manufacturing process.

- Lead counsel for on-line ticketing and marketing company in defense and settlement of a nationwide class action asserting privacy claims arising from data breach.

- Obtained favorable settlement for higher education service provider in a breach of contract and business torts action brought by its former partner venued in the Eastern District of Pennsylvania.

- Obtained favorable settlement for Singapore based hotel industry client of purported class action asserting violations of California’s statute prohibiting the recording of conversations.

- Obtained dismissal with prejudice of class action claims relating to Google’s mobile subscription service AdWords.

- Represented Japanese corporation in seven-day bench trial before the International Trade Commission in Section 337 Investigation involving issues of patent infringement and validity relating to biogenetic manufacturing process.

- Obtained favorable jury verdict in an employment age discrimination and breach of contract case tried before federal court jury in Northern District of California.

Internal and Governmental Investigations

- Represent retailer and manufacturer of cosmetics and drugs concerning slack fill allegations by California District Attorneys.

- Defend clients in District Attorney and Attorney General investigations alleging false or misleading labeling or advertising of cosmetics, over-the-counter drugs, dietary supplements, and homeopathic products.

- Obtained favorable, non-litigation resolution for higher education technology company in connection with False Claims Act investigation by Department of Education and Department of Justice regarding financial federal aid payments and recruitment strategies utilized by the company. Extensive internal investigation included interviews of dozens of current and former employees and students. After presentations and negotiations, the DOE/DOJ declined to intervene and the *qui tam* relator actions were dismissed without further prosecution.
• Obtained favorable, non-litigation resolution for national retailer in federal False Claims Act investigation initiated by the U.S. Department of Justice and the U.S. Department of Agriculture alleging overpayments of more than $100 million made by a public benefit program to a public corporation. California-focused internal investigation involved interviews of hundreds of employees at more than 30 corporate sites. After presentations and mediation, the DOJ elected not to intervene and accepted the remedial steps undertaken by the company.

• Represent an executive of a medical device corporation in connection with mislabeling claims.

• Defense of publishing company against unfair competition and false advertising claims asserted by California District Attorneys relating to alleged negative option subscriptions.

• Represented former President of Countrywide Financial Corporation in connection with investigations by and litigation with the California Attorney General and the SEC, and related class actions.

• Obtained full acquittal after a six-week trial for former CFO of medical distribution company in connection with criminal securities fraud charges by the U.S. Department of Justice, arising out of $9 billion market cap loss following earnings restatement.

Insurance Coverage Disputes

• Represent on-line event ticket service company in dispute with General Liability insurance carrier regarding coverage for claims arising from data breach event.

• Represented internet hospitality industry client in connection with insurance coverage relating to data breach and negotiation of dispute with acquirer relating to data breach.

• Counsel for numerous companies seeking to maximize insurance coverage for data breach and/or privacy events.

• Obtained arbitration verdict in excess of $16 million on behalf of hospital system in dispute with an excess reinsurer regarding coverage of medical malpractice claims.
Jesse Lad advises clients on a wide range of labor and employment law matters arising under state and federal laws, including labor relations, collective bargaining, discipline, employee privacy, and medical leave. He also defends clients against claims of harassment, discrimination, retaliation, and wrongful discharge, as well as wage and hour issues.

Jesse serves as lead employment law counsel, lead labor counsel, and chief labor negotiator for numerous cities and special districts in California. He regularly represents public agency employers in arbitrations and administrative hearings, and has handled representation and certification matters for various clients. He also served as a member of the team that conducted a confidential internal affairs investigation for the Bay Area Rapid Transit District (BART) of the officer-involved shooting death of passenger Oscar Grant. Jesse has prevailed in cases at both the trial and appellate court levels, as well as in numerous arbitrations and administrative hearings.

Prior to joining Meyers Nave, Jesse worked for a Sacramento firm where his practice primarily focused on defending harassment and discrimination claims for public and private employers. He also counseled employers regarding personnel issues and drafted employment policies and procedures. While in law school, Jesse was an intern with the National Labor Relations Board and Wisconsin Court of Appeals.

Professional Affiliations

- Member, The State Bar of California
- Member, Alameda County Bar Association, Labor & Employment Law Section
Presentations and Publications

- Presenter, “Understanding the New Overtime & Minimum Wage Regulations: Impacts to Districts,” California Special Districts Association Webinar, 2016
- Presenter, “Trends in Labor & Employment Law,” Northern California Chapter of the International Public Management Association for Human Resources (IPMA-HR), 2015
- Presenter, Human Resources Legal Update Seminar for the Northern California Chapter of the IPMA-HR, 2012
- Presenter, Legal Update Presentation to NORCAL Municipal Human Resources Managers Group, Carmel Valley, CA, 2011
- Presenter, “Interplay of Key Leave Laws: Navigating ADA, FMLA, FEHA, and Worker's Compensation Law,” CALPELRA Annual Conference, 2011
- Presenter, “Legal Update 2011,” Northern California Chapter of the IPMA-HR, 2011
- Presenter, “Basic Anatomy of a Discipline Case” and “Advanced Anatomy of a Discipline Case,” CALPELRA, 2010
- Presenter, “Anatomy of a Discipline Case,” CALPELRA, 2009
- Presenter, “Legal Update 2009,” Northern California Chapter of the IPMA-HR, 2009
- Presenter, “How to Respond to a DFEH or EEOC Complaint” CALPELRA, 2008
• Presenter, “Preventing Sexual Harassment in the Workplace,” City of South San Francisco, 2007
• Presenter, “PERB Update,” Meyers Nave Breakfast Speaking Series, 2006
• Presenter, “Return to Work,” CALPELRA, 2005
• Presenter, “Legal Update,” Meyers Nave Breakfast Speaking Series, 2005

Representative Experience

• **Chief Labor and Employment Counsel**: City of Walnut Creek, City of Modesto, City of South San Francisco, City of Pittsburg, City of Larkspur, Sacramento Housing and Redevelopment Agency, Delta Diablo Sanitation District, Moraga-Orinda Fire District, City of Cloverdale, City of Livingston, and Central Contra Costa Solid Waste Authority.

• **Served as Chief Labor Negotiator**: Sacramento Housing and Redevelopment Agency, City of Walnut Creek, City of Pittsburg, City of Fremont, City and County of San Francisco, City of Santa Clara, City of Livingston, and West Valley Sanitation District.

• **AFSCME Local 2019 v. East Bay Municipal Utility District**. Prevailed in a grievance arbitration upholding the district’s methodology for determining when a recruitment should proceed on an internal basis only.

• **AFSCME LOCAL 2019 v. East Bay Municipal Utility District**. Prevailed in a grievance arbitration alleging that a clause in a collective bargaining agreement precluded the district from making changes to policies and procedures during the term of the agreement.

• **AFSCME Local 2019 v. East Bay Municipal Utility District**. Prevailed in a grievance arbitration where the union alleged that telephone operators were entitled to out-of-class compensation for performing work similar to a higher level classification.

• **AFSCME Local 444 v. East Bay Municipal Utility District**. Prevailed in a grievance arbitration that broadened the District’s ability to assign work to meter readers beyond their assigned route. The arbitrator overturned a 20-plus year practice of allowing meter readers to leave work after completing their assigned route.

• **Bay Area Rapid Transit District**. Conducted key third-party witness interviews pertaining to alleged wrongdoing by BART police officer involved in the Oscar Grant shooting. This New Year’s Day 2009 incident gained public attention nationwide, and sparked protests that extended for a number of weeks following the shooting.
• **Carranza v. Los Altos Hills.** Successfully obtained a dismissal of all employment-law related causes of action filed by multiple plaintiffs, including claims of sexual harassment, discrimination, retaliation, wrongful termination, and violation of state wage and hour laws.

• **Carr v. Lake Valley Fire Protection District.** Obtained a complete dismissal of a wage and hour lawsuit brought against the district. Former firefighters filed federal litigation charges, seeking back pay, liquidated damages, and attorneys’ fees for alleged unpaid wages and overtime pursuant to the Fair Labor Standards Act.

• **Clark v. City of Oakland.** Prevailed on motion for summary judgment/adjudication for all employment law causes of action.

• **Contra Costa County v. Contra Costa Deputy District Attorneys’ Association.** Represented the county during a fact-finding proceeding after an impasse was reached between the county and the association during negotiations for a successor collective bargaining agreement. The fact-finding panel recommended adoption of the county’s proposal and issued findings of fact consistent with the county’s position.

• **Gilbert v. County of San Bernardino.** Prevailed in writ action where a county employee alleged that the county had a ministerial duty to apply for a disability retirement on behalf of the employee because the county allegedly had treated her as if she was disabled.

• **Gilbert v. County of San Bernardino – Appeal.** Petitioner appealed the superior court’s decision to the California Court of Appeal. Prepared appellate brief that resulted in the Court of Appeal upholding the superior court’s order in favor of the county.

• **Hughes v. City of Stockton.** Prepared an appellate brief that resulted in the Ninth Circuit Court of Appeals upholding the trial court’s decision in the city’s favor. This federal litigation sought alleged unpaid overtime pay under the Fair Labor Standards Act. The plaintiffs were 20 current and former Stockton employees working as fire dispatchers.

• **Laborers International Union of North America (LIUNA) v. City of Milpitas.** Obtained a dismissal of an unfair labor practice charge filed with the California Public Employment Relations Board (PERB) alleging bad-faith bargaining by the city.

• **League of California Cities Post-Redevelopment Working Group.** Served on the labor and employment/retirement/PERS subgroup.

• **MacDonald v. Menlo Park Fire District.** Prevailed in a grievance hearing regarding pay methodology for acting assignment.

• **Menlo Park Firefighters Association v. Menlo Park Fire District.** Prevailed in a grievance hearing regarding training requirements for firefighters.

• **Municipal Attorney Association v. City and County of San Francisco.** Prevailed in a grievance arbitration upholding the monthly cap in the Long Term Disability Policy for San Francisco attorneys. The potential damages at issue in this grievance were significant citywide.

• **Police Officers Association v. City of Dixon.** Obtained an advisory arbitration decision proposing significant discipline for a police officer that failed to disclose property damage to a police department vehicle.
Police Officers Association v. City of Livingston. Represented the city in a fact-finding proceeding where the panel issued recommendations consistent with the city’s position. Negotiated a successor MOU that included significant wage and benefit concessions.

Police Officers Association v. City of South San Francisco. Represented the city in a grievance brought by South San Francisco Police Association alleging that the city was violating a collective bargaining agreement by not cashing out sick leave upon separation from service. The arbitrator ruled that the city’s practice was consistent with the MOU and denied the grievance.

Police Officers Association v. City of South San Francisco. Prevailed in a discipline arbitration upholding the termination of a police officer that fabricated a memorandum to avoid discipline.

Police Officers Association v. City of Tracy. Obtained an arbitration decision instituting a significant suspension for a police officer that engaged in off-duty misconduct.

Rove v. City of Suisun. Prevailed in a writ action where a police officer alleged that he was unlawfully denied reinstatement to his former sergeant position.

Setzler v. City and County of San Francisco. A former deputy sheriff sued the county for discrimination, retaliation, civil rights violations and related claims. The plaintiff dismissed his lawsuit with prejudice after our motion to dismiss successfully eliminated the plaintiff’s potentially viable claims against the county.

Setzler v. City and County of San Francisco - Appeal. The plaintiff appealed the district court’s dismissal of his civil rights claim. Prepared appellate brief that resulted in Ninth Circuit Court of Appeals upholding the district court’s order dismissing the plaintiff’s civil rights claim.

SEIU v. Kaiser Foundation Hospital. Prevailed in a discipline grievance arbitration upholding the termination of a long-term employee who allowed a friend to access a confidential facility after hours.

SEIU v. The Permanente Medical Group. Prevailed in a discipline arbitration upholding the termination of a sonographer who performed patient services while under the influence of alcohol.

Stumbough v. South San Francisco. Obtained a dismissal of breach of contract action pursuant to motion for summary judgment. The plaintiff alleged that the city breached a settlement agreement by failing to reinstate him to his former firefighter position.

Teamsters v. City of Pittsburg. Prevailed in a discipline arbitration upholding the termination of a maintenance employee who was dishonest about a workplace violence issue.

Teamsters v. City of Tracy. Prevailed in an arbitration upholding the termination of a maintenance worker who failed to obtain proper authorization for a leave of absence.

Tuolumne County Deputy Sheriffs Association v. County of Tuolumne. Prevailed in a petition where the Deputy Sheriffs Association sought enforcement of schedules in side letters signed by the union and county, which the Board of Supervisors never approved.
- Valenzuela v. Santa Clara Valley Water District. Prevailed in a discipline arbitration upholding the termination of a benefits manager who failed to properly account for his leave usage.

- Westfall v. City of Larkspur. Represented the city in an advisory arbitration involving the termination of a fire engineer for concerns regarding reliability. The arbitrator determined that the city had good cause to terminate the fire engineer and recommended that the termination be upheld.
Qualifications and Proposal to Provide

Legal Counsel Services

for

West Contra Costa Integrated Waste Management Authority (RecycleMore)

Submitted by:

Shute Mihaly & Weinberger LLP

Lead Counsel:

Osa L. Wolff, Partner
Shute, Mihaly & Weinberger LLP
396 Hayes Street
San Francisco, CA 94102
(415) 552-7272
Wolff@smwlaw.com
California State Bar #233476

Submittal date, method, and location:

February 5, 2019
Via email & overnight delivery
West Contra Costa Integrated Waste Management Authority
Attn: Stan Hakes, Executive Director
13831 San Pablo Ave. Bldg. #5
San Pablo, California 94806
February 4, 2019

West Contra Costa Integrated Waste Management Authority
Attn: Stan Hakes, Executive Director
13831 San Pablo Ave. Bldg. #5
San Pablo, California 94806

Re: Proposal to Provide Legal Counsel Services
Cover Letter for Shute, Mihaly & Weinberger LLP

Dear Mr. Hakes:

Shute, Mihaly & Weinberger LLP is pleased to submit its proposal to provide legal counsel services to the West Contra Costa Integrated Waste Management Authority (RecycleMore).

As described in detail in the enclosed materials, our firm is the state’s preeminent public agency, land use, and environmental law firm. Established in 1980, the firm has 30 attorneys who have been consistently recognized for their outstanding work advising clients on the very issues RecycleMore will face in the coming years.

As a joint powers authority, RecycleMore will likely require legal counsel with a broad range of experience in public agency matters. In just the last five years, the firm has served as general counsel to multiple joint powers agencies, including the Alameda County Waste Management Authority (ACWMA or StopWaste). The firm was also recently selected to be general counsel to the Central Contra Costa Solid Waste Authority (RecycleSmart). The firm serves as City Attorney to four cities as well as special counsel to 13 counties, more than 40 cities, and about 40 special districts and other public agencies.

The firm has advised numerous public agencies on a broad variety of matters including general public agency law, ethics, public contracting and procurement, public finance and grants, risk management, real estate, eminent domain, redevelopment, CEQA, election law, due process, and civil litigation. The firm also has negotiated with a number of major companies in the waste industry, including Waste Management and Republic Services, Recology, and Waste Connections, Inc. More information on the firm’s expertise is in the materials that follow.

If selected, I would act as lead counsel to RecycleMore, teaming up with my law partners Tamara Galanter and Richard Taylor as appropriate to serve RecycleMore’s needs. The Shute,
Mihaly & Weinberger team would work in collaboration with employment law counsel, Deanna Mouser of the Mouser Law Firm, as needed.

I am well-suited to represent RecycleMore due to my experience as the City Attorney for the City of Orinda since 2006, my past special counsel work for the ACWMA/StopWaste, and other experience on solid waste issues. Additionally, my colleagues at the firm have broad experience as general and special counsel to numerous public agencies statewide, including other solid waste joint powers authorities. This will allow us to provide experienced, high quality, timely, responsive, and efficient advice to your agency.

As our firm’s proposed lead counsel to RecycleMore, I am available to provide all the services described in the Request for Proposals, including attending the scheduled board meetings. I live in the East Bay and offer flexibility in attending meetings with staff and board members. Our broader team is also available and committed to responding promptly to regular and emergency communications from RecycleMore, and to do so in a thoughtful and efficient manner.

Our firm is majority women-owned, and it is certified as both a Small Business Enterprise (SBE) and a green business.

Very truly yours,

SHUTE, MIHALY & WEINBERGER LLP

Osa L. Wolff
Firm Overview
(RFP Section 2, page 5)

Shute, Mihaly & Weinberger LLP was founded in 1980. Since the firm’s founding, we have exclusively represented public agency and non-profit clients on virtually all areas of government, land use, and environmental law. The core of our work is conducted in California, but we have clean energy, Indian law, and other practices that involve work throughout the country.

The firm is currently made up on 18 partners, 12 associates, 1 paralegal, 3 attorneys of counsel, 2 urban planners, and 11 staff. The firm’s primary office is located in San Francisco. The firm currently has approximately 188 clients, many of whom are located in the San Francisco Bay Area.

We pride ourselves in providing experienced, high quality, timely, responsive, and efficient advice to our clients.

In the course of representing numerous joint powers agencies, special districts, cities, counties, and state agencies, the firm has advised clients on virtually all areas of public agency law. Thus, we will not be “reinventing the wheel” and can provide services efficiently and cost-effectively. Based on our firm’s deep experience representing public clients, we anticipate RecycleMore may require the following scope of services from its legal counsel:

(a) General public agency law.

The firm regularly advises our public agency clients on a variety of laws intended to ensure government accountability and openness, such as the Ralph M. Brown Act, the Public Records Act, and conflicts of interest rules, including the Political Reform Act and Government Code section 1090. The firm sits as General Counsel to several public agency boards of directors and city councils, and assists staff and the executive body clerks and secretaries in preparation and posting obligations relative to agendas, staff reports, resolutions, and meeting minutes, as well as advice regarding rules of order and procedure. For example, the firm is General Counsel to multiple joint powers agencies and City Attorney to the cities of Orinda, Saratoga, Cupertino and Half Moon Bay.

(b) Public contracting, procurement, and inter-agency agreements.

The firm helps public agencies prepare requests for qualifications/proposals and invitations to bid, receive and evaluate bids, negotiate and award contracts, respond to protests, and resolve contract disputes for numerous public projects. We have created model construction and services contracts for our public agency clients to ensure efficient contracting procedures, enhanced competition, and legal compliance. The firm also represents public agencies in contract litigation. For instance, the firm defended the County of Stanislaus in an action alleging breach of contract, fraud, and inverse condemnation based on the County’s construction of a public works project.
In California’s complex regulatory environment, local governments and other public agencies are entering cooperative agreements and memoranda of understanding with increasing frequency in order to achieve mutual goals, improve efficiency, or resolve disputes. The firm has experience preparing such agreements with state, regional, and local agencies.

(c) **Solid waste.**

The firm has extensive experience in a variety of solid waste matters. The firm is General Counsel to the Alameda County Waste Management Authority (StopWaste.Org), and has worked on special projects for the agency, including negotiations with the waste industry to ensure accurate reporting and payment of fees; litigation defending a challenge to an amendment of its Countywide Integrated Waste Management Plan (CoIWMP); processing CoIWMP amendments; development of ordinances regulating single use plastic bags, and imposing mandatory recycling requirements and green waste disposal standards; and advice in connection with fees to finance agency programs. The firm was also recently selected to be General Counsel to the Central Contra Costa Solid Waste Authority (RecycleSmart).

The firm has broad experience advising public agencies in negotiating, drafting, and enforcing solid waste franchise agreements. The firm is known for its innovative approach to franchise agreements and its wealth of experience in this area. We regularly help our clients achieve their franchise agreement goals, including maximizing diversion, maintaining reasonable rates, ensuring environmental stewardship, and maintaining the flexibility to adapt to future conditions and innovations. Experience in this area includes:

- The firm has advised San Benito County, the Castro Valley Sanitary District, Riverside County, Del Norte Solid Waste Management Agency, the City of Cupertino, the City of Pacifica, and the Tamalpais Community Services District in connection with their solid waste franchise agreements.
- The firm represented the City of Mountain View in a dispute with a franchise hauler regarding the scope of its franchise agreement. The firm advised the City regarding the legal issues raised by the City’s long term strategy for retaining and regulating solid waste processing services.
- In the context of litigation brought on behalf of twelve Santa Clara County cities challenging the City of San Jose’s landfill tax, the firm evaluated the terms and conditions of numerous franchise agreements offered as evidence at trial.

In the course of the firm’s work for public agency clients, the firm has negotiated with a number of major companies in the waste industry, including Waste Management and Republic Services, Recology, and Waste Connections.

(d) **Public finance and grants.**

The firm advises public agencies on mechanisms for bridging public funding gaps resulting from the loss of redevelopment; Propositions 13, 218, and 26; and the sharp decline in financial assistance to local agencies. The firm has broad expertise in designing impact studies to demonstrate the need for development impact fees and regulatory fees, drafting fee and tax
legislation, defending challenges to these programs in court, and establishing assessment and Mello-Roos Community Facilities Districts.

The firm also has negotiated on behalf of a joint powers authority hundreds of millions of dollars in loans under the federal Transportation Infrastructure Financing and Innovation Act (TIFIA), bridge loans from private banks, and interim financing solutions involving the cooperation of these public agencies. The firm has assisted in the preparation of applications for grant funding for various projects, and aided in grant administration and compliance review.

(e) **Risk management.**

The firm works collaboratively with insurance and risk management staff and consultants to public agencies to provide advice and assistance on risk management, insurance, and indemnification issues. The firm has experience positioning public agencies to benefit from available immunities, responding to claims under the California Tort Claims Act, tendering requests for indemnification, and maximizing insurance protection.

The firm also has experience advising on safety and security issues for public projects, including preparation of risk and vulnerability assessments, compliance with federal regulations relating to sensitive security information, minimizing risk through project planning and operations, and coordination with federal, state, and local authorities.

(f) **General civil litigation.**

The firm frequently represents public agencies in litigation, including settlement negotiations and all stages of the trial and pretrial process. Examples include:

- The firm successfully appealed a post-judgment trial court ruling that required a park district to pay $350,000 in attorneys’ fees to a developer, awarded due to an alleged breach of contract. The Court of Appeal reversed the fee award and barred the breach of contract claim.

Examples of the firm’s appellate work on behalf of public agencies include the following:

- **San Remo Hotel v. City and County of San Francisco** (2005) 545 U.S. 323. The firm successfully defended a San Francisco residential hotel ordinance in a landmark decision that preserves local control of land use regulation.

- **Colony Cove Properties LLC v. City of Carson** (9th Cir. 2018) 2018 U.S. App. Lexis 18214. The firm succeeded in the Ninth Circuit in overturning a jury verdict and attorneys’ fees award of more than $7 million against the City in a regulatory takings challenge to a mobile home rent control decision.

- **Guggenheim v. City of Goleta** (9th Cir. 2010) 638 F.3d 1111. The firm successfully defended the City of Goleta’s mobile home rent control
ordinance against a lawsuit brought by a mobile home owner who claimed the ordinance effected a regulatory taking.

- **Big Creek Lumber Co. v. County of Santa Cruz** (2006) 38 Cal.4th 1139. The firm successfully defended Santa Cruz County against a lumber company’s claim that the County’s restrictions on logging were preempted by the Forest Practice Act.

- **Merritt v. City of Pleasanton** (2001) 89 Cal.App.4th 1032. The firm successfully defended the City against a challenge to a zoning referendum for inconsistency with the General Plan.

**g) Public employment labor law.**

Given the specialized nature of employment and labor issues, we find that it best serves our public agency clients for the firm to partner with employment counsel to provide the full scope of legal services on employment issues. Shute, Mihaly & Weinberger proposes to partner with Deanna Mouser of the Mouser Law Firm to assist RecycleMore with any employment law issues that may arise. Since 1989, Deanna has focused her practice on employment law representing management for private and public entities and on legal advice for public entities. Our firm has successfully worked with the Mouser Law Firm in the City of Orinda and City of Saratoga.

**h) Firm experience in the San Francisco Bay Area.**

Shute, Mihaly & Weinberger was founded in San Francisco and has served public agency clients throughout the Bay Area—and Contra Costa County in particular—over its more than 30-year history. A sample of the firm’s public agency clients in the Bay Area in just the last five years include:

- Alameda County Waste Management Authority
- Bay Area Air Quality Management District
- Bolinas Public Utility District
- Central Contra Costa Solid Waste Authority
- City of Alameda
- City of Antioch
- City of Berkeley
- City of Cupertino
- City of Half Moon Bay
- City of Hercules
- City of Lafayette
- City of Orinda
- City of Richmond
- City of San Leandro
- City of Saratoga
- City and County of San Francisco
- City College of San Francisco
- County of Marin
- East Bay Regional Park District
Marin County Transit District
Pleasant Hill Recreation & Park District
Port of San Francisco
San Francisco Office of Community Investment and Infrastructure
Town of Danville
Transbay Joint Powers Authority
TAB 3
Lead Counsel/Team
(RFP Section 3, page 5)

Osa L. Wolff, a partner at the firm, would serve as primary lead counsel to RecycleMore. Tamara S. Galanter, a partner, would serve as the lead attorney on any litigation matters and could assist in negotiations with the solid waste industry, as needed. Richard S. Taylor, a partner, would provide regular support as well as backup lead counsel in the event that Ms. Wolff is unavailable. For employment matters, Shute, Mihaly & Weinberger proposes to work with the Mouser Law Firm. Deanne Mouser has been providing employment law advice to public agencies since 1989. Our firm has successfully worked with the Mouser Law Firm in the City of Orinda and City of Saratoga. As indicated in the descriptions below, the team’s experience matches that sought by RecycleMore.

(a) Osa L. Wolff, Shute, Mihaly & Weinberger
(State Bar No. 193543)

Osa L. Wolff is a partner with the firm. She joined the firm in 1998, following her completion of a clerkship with the Honorable James R. Browning of the U.S. Court of Appeals for the Ninth Circuit. Ms. Wolff’s practice areas include municipal law, state and federal environmental law, administrative law and state planning/zoning law.

Since 2006, Ms. Wolff has served as the City Attorney for the City of Orinda, assisting City staff and officials with a wide array of legal matters. She regularly advises public agencies regarding issues including open meeting laws, conflicts of interest, public records and due process. Ms. Wolff has participated in trial and appellate proceedings in both state and federal court, including CEQA litigation, inverse condemnation actions and constitutional takings defense. As a member of the firm’s airport team, Ms. Wolff represents neighboring communities that are impacted by airports. She also represents clients in proceedings before local government and administrative agencies, and has appeared in numerous administrative proceedings before the California Public Utilities Commission. Ms. Wolff helps clients prepare conservation easements and other property instruments. She also assists public agencies with legal issues relating to solid waste and recycling services, including franchise agreements, diversion programs and local ordinances.

Ms. Wolff is a member of the Bars of the State of California, the U.S. Court of Appeals for the Ninth Circuit, and the U.S. District Courts for the Northern, Eastern, and Central Districts of California. She earned her J.D. and an environmental law specialization certificate from University of California Berkeley School of Law in 1997. Ms. Wolff received her undergraduate degree from Cornell University.

(b) Tamara S. Galanter, Shute, Mihaly & Weinberger LLP
(State Bar No. 142532)

Tamara S. Galanter joined Shute, Mihaly and Weinberger LLP in 1989 and is a partner with the firm. She counsels and litigates on behalf of public entities, land trusts, community groups and environmental organizations concerning environmental and land use matters, including the California Environmental Quality Act (CEQA), solid waste management, conservation
Ms. Galanter works with a number of public agencies to create, implement, and defend policies that promote sensible land use and protect the environment. She was general counsel to the Alameda County Waste Management Authority (StopWaste.Org) for several years and continues to represent the agency on solid waste and recycling issues, including in negotiations with the waste industry to ensure accurate reporting and payment of fees and in litigation defending a challenge to an amendment of its Countywide Integrated Waste Management Plan. She also has worked with San Benito County to enforce its landfill operating agreement against Waste Connections and to negotiate a new landfill agreement and is currently representing the Central Contra Costa Solid Waste Authority (RecycleSmart) in negotiations with its recycling processing provider.

Ms. Galanter represents the East Bay Regional Park District and the Midpeninsula Regional Open Space District in legal actions, review of environmental documents, and real estate transactions to protect habitat in existing and future parklands. Ms. Galanter serves as general and outside counsel to many land trusts, including The Trust for Public Land, The Nature Conservancy, and the Peninsula Open Space Trust, Sonoma Land Trust, Marin Agricultural Land Trust, and Eastern Sierra Land Trust. She has worked with these and other organizations to draft, negotiate, and enforce conservation easements and to preserve and restore open space, farmland, parkland, and habitat for rare and endangered species.

Ms. Galanter organizes and chairs the Conservation Law Forum for the California Council of Land Trusts and is on the Land Trust Alliance Conservation Defense Advisory Council. She is a contributor to Matthew Bender’s *California Environmental Law Reporter* regarding developments in land use and environmental law. Ms. Galanter speaks on environmental and land use law for continuing education of the Bar conferences and at workshops for community activists, including two Planning and Conservation League conferences, the University Extension Advanced CEQA Seminar, and the State Bar Environmental Law Section Roundtable Conference.

Ms. Galanter received her law degree from Yale Law School and graduated *magna cum laude* with a Bachelor of Science from the University of California at Berkeley. She is a member of the Bars of the State of California and several federal courts.

(c) Richard S. Taylor, Shute, Mihaly & Weinberger LLP
(State Bar No. 139037)

Richard S. Taylor, a partner, joined Shute, Mihaly & Weinberger LLP in 1991 and serves as the firm’s Managing Partner. He is City Attorney to the City of Saratoga and General Counsel to the Alameda County Waste Management Authority. He also advises local governments on complex planning and land use matters, CEQA compliance, election law, and other public agency law issues.

As General Counsel to the Alameda County Waste Management Authority, Mr. Taylor advises the agency on the full range of issues arising in the course of agency operations. These include
advise the Board and staff regarding open meeting laws and legal issues associated with the various matters before the Board, working with the Executive Director to implement Board policy in accord with various legal restrictions, assisting staff with regard to code enforcement, and drafting ordinances, resolutions, contracts, easements, and other legal documents for the Agency. He worked closely with the agency in developing ordinances regulating single-use plastic bags, imposing mandatory recycling requirements and green waste disposal standards, in addition to advising in connection with fees to finance agency programs. Mr. Taylor also serves as special counsel to public agencies for a range of specific projects including negotiating development agreements and drafting ordinances and other legislation.

Mr. Taylor advises public agencies in preparation of complex planning and environmental review documents. Major projects include the Marin County and El Dorado County comprehensive General Plan updates, Napa County and Saratoga Housing Element updates, the Midpeninsula Regional Open Space District’s Coastal Protection Program and Service Plan for 140,000 acres of coastal San Mateo County, and the Santa Clara County Trails Master Plan. His work involves drafting policies and implementing ordinances and resolutions as well as providing advice concerning compliance with the California Environmental Quality Act, Planning and Zoning Law, and other applicable laws.

In 2009 Mr. Taylor was recognized as a California Lawyer Attorney of the Year for his work advising a coalition of conservation groups in negotiating an agreement for preservation of 240,000 acres of the 270,000 acre historic Tejon Ranch in Kern and Los Angeles Counties. He frequently assists organizations in understanding settlement objectives, identifying the needs and interests of other parties, and working with opposing counsel to develop agreements implementing settlement principles.

Before joining the firm he practiced law in Washington D.C. and worked as a planner with the California Governor’s Office of Planning and Research and Santa Barbara County. He received his J.D. and his M.B.A. from the University of California at Berkeley in 1988. He received his B.S. in Environmental Policy Analysis and Planning with Honors from the University of California at Davis in 1982. Mr. Taylor is a member of the Bars of the State of California and the U.S. Circuit Court of Appeals for the Ninth Circuit.

(d) Deanna Mouser, Mouser Law Firm
(State Bar No. 143187)

Since 1989, Deanna Mouser has focused her practice on employment law representing private and public entities. Ms. Mouser has extensive experience assisting clients in each of the following areas:

- Hiring issues and advice, including employment applications, criminal conviction inquiry process (“Ban the Box” laws), offer letters, and employment contracts
- Drafting and reviewing personnel rules and policies
- Harassment and discrimination prevention, response, and defense, including successful dismissal of complaints or charges filed with government agencies
including Equal Employment Opportunity Commission (EEOC) and Department of Fair Employment & Housing (DFEH)
- Discipline, performance improvement, and termination issues, advice, and litigation
- Wage and hour issues (including Fair Labor Standards Act, overtime, collective and class actions, meal/rest periods, audits, and Labor Commissioner proceedings)
- Disability laws, reasonable accommodations, and interactive process
- Defamation, privacy, interference with contracts, and other employment torts
- Leaves of absence (including pregnancy, disability, and family and medical care leaves)
- Paid Sick Leave
- Unemployment benefits, EDD proceedings, and independent contractor issues
- Investigations of employee misconduct and assisting clients with investigations
- Workplace violence prevention plans and response (including obtaining TRO proceedings)
- Litigation including state and federal court proceedings
- Arbitration proceedings, union grievances, and labor relations proceedings (PERB and NLRB)
- Trainings on employment law topic including sexual harassment prevention, conducting investigations, effective performance improvement and documentation, and leaves of absence.

Ms. Mouser prides herself on meeting the needs of each client she serves in a prompt and effective manner.

Ms. Mouser has represented many employers including joint powers authorities, special districts, cities, community college districts, school districts, county offices of education, and private sector employers. Additional information is available at http://www.mouserlawfirm.com.

Ms. Mouser regularly speaks to employer groups on employment law topics and teaches several employment law classes for University of California Santa Cruz Extension in Silicon Valley.

Legal Education Background
- J.D., University of Michigan Law School, 1988
- LL.M., University of Illinois College of Law, 1989
TAB 4
References
(RFP Section 4, page 5)

References for Shute, Mihaly & Weinberger LLP and lead counsel Osa L. Wolff in particular:

City of Orinda
Steve Salomon, City Manager
Tel: (9250 253-4222
Email: ssalomon@cityoforinda.org

Pleasant Hill Recreation & Park District
Michelle Lacy, General Manager
Tel: (925) 771-7618
Email: mlacy@PleasantHillRec.com

References for Shute, Mihaly & Weinberger LLP and Tamara Galanter and Richard Taylor in particular:

Alameda County Waste Management Authority
Wendy Sommer, Executive Director
Tel: (510) 891-6523
Email: wsommer@stopwaste.org
Administrative Procedures
(RFP Section 5, page 6)

The firm provides monthly billing statements that describe in detail the services provided per attorney per day, including the number of hours worked by each attorney. Fees would be calculated in increments of one-tenth of an hour.

Each attorney in the firm is aware of the need to closely monitor costs and billings. We carefully avoid overstaffing matters, avoid duplicative work, and adjust work assignments to take advantage of attorneys with lower billing rates whenever possible.

We pride ourselves in providing prompt responses to client inquiries and requests. We are confident that our team approach to this assignment, including the identification of backup coverage in advance, will ensure that RecycleMore’s needs are efficiently and thoroughly addressed.
Compensation
(RFP Section 6, page 6)

The following is our proposed fee schedule. We are also happy to consider alternative billing arrangements to suit the agency’s needs.

(a) **Hourly Rates.**

We propose a two-tiered rate schedule: (1) an hourly rate for all non-litigation work; and (2) an hourly rate for litigation handled by the firm. The proposed rates, effective through December 31, 2019, are as follows:

<table>
<thead>
<tr>
<th>Timekeeper</th>
<th>Hourly Rate – Non-Litigation</th>
<th>Hourly Rate – Litigation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Partner</td>
<td>$290</td>
<td>$325</td>
</tr>
<tr>
<td>Jr. Partner</td>
<td>$260</td>
<td>$295</td>
</tr>
<tr>
<td>Associate III</td>
<td>$240</td>
<td>$270</td>
</tr>
<tr>
<td>Associate II</td>
<td>$225</td>
<td>$255</td>
</tr>
<tr>
<td>Associate I</td>
<td>$215</td>
<td>$245</td>
</tr>
<tr>
<td>Planner</td>
<td>$200</td>
<td>$220</td>
</tr>
<tr>
<td>Paralegal</td>
<td>$120</td>
<td>$130</td>
</tr>
<tr>
<td>Law Clerk</td>
<td>$75</td>
<td>$85</td>
</tr>
</tbody>
</table>

Primary lead counsel Osa Wolff and firm team members Tamara Galanter and Richard Taylor are Partners. Where appropriate, we would delegate legal research to junior attorneys who bill their time at lower rates.

The Firm will annually increase these hourly rates consistent with any annual increase in the Consumer Price Index (CPI) (October over October time period) for All Urban Consumers (not seasonally adjusted) San Francisco-Oakland-San Jose area (1982-1984 = 100) as published by the Bureau of Labor Statistics, U.S. Department of Labor, rounded to the nearest whole $1. The Firm will implement the increase beginning January 1, 2020 and each year thereafter on January 1st, or as soon thereafter as the CPI information is published.

For employment matters, Shute, Mihaly & Weinberger proposes to work with Deanna Mouser of the Mouser Law Firm. Ms. Mouser’s non-litigation billing rate is $280 per hour, and her litigation billing rate is $310 per hour. She would have a separate service agreement with RecycleMore.

(b) **Retainer.**

None.
(c) Expenses.

Except as specified below, the firm will bill for out-of-pocket expenses incurred in the course of representation at the actual rate with no mark up/administrative surcharge, including messenger fees, photocopies, and overnight delivery charges.

The firm will bill for the client’s pro-rata share of the firm’s flat-rate legal research subscription.

As a courtesy, the firm will not bill for time spent in travel to and from RecycleMore’s offices for meetings, and will not bill for mileage or other expenses associated with such travel.

Although the actual out-of-pocket expenses the firm may incur to provide the legal counsel services to RecycleMore will depend on the needs of the client, the expected annual range for budgetary purposes is $600 - $1,200; this range assumes that there are no out-of-pocket litigation expenses during the year.
TAB 7
Other Information
(RFP Section 7, page 6)

SMW shares the RecycleMore’s vision concerning sustainability, and reducing the waste of natural resources. That is evident in the clients we choose to represent as well as in the operation of the firm.

For many years, the firm has had a Green Committee that develops and coordinates the firm’s green practices. SMW is recognized as a certified “Green Business” by San Francisco’s Department of the Environment. We use 100 percent recycled paper, print on two sides and provide documents by email rather than hard copy whenever possible. In addition to providing recycling containers in every office, SMW provides compost bins in the office kitchen. To decrease the use of paper, we use place mats, plates, glasses and silverware in the SMW lunch room, and provide personal hand towels in the bathrooms.

In addition, the firm limits its energy consumption by using LED and compact fluorescent bulbs in all overhead light fixtures, requiring that computer work stations and printers be shut down when not in use, and ensuring that all office equipment is energy efficient. Because our offices are in a three-story Victorian building that has been converted to office space, we do not use air conditioning, instead opening windows to adjust office temperature.

Nearly all of the firm's employees use public transportation or carpool to get to and from work, a practice that the firm supports by providing transit subsidies and maintaining its offices in a transit-friendly location.

1082844.2
EXHIBIT A
Exhibit A - Proposal Authorization and Acknowledgement Form

NAME OF PROPOSER: Osa L. Wolff

ORGANIZATION: Shute, Mihaly & Weinberger LLP

1. The undersigned is a Proposer under this RFP and possesses the legal authority to submit this Proposal.

2. The undersigned is authorized to conduct all negotiations for and legally bind the Proposer in all matters relating to this Proposal submittal.

3. The undersigned certifies that this Proposal is irrevocable until June 5, 2019 (minimum of 120 days from submittal).

4. The undersigned acknowledges that the Agency reserves the following rights and options related to proposals submitted in response to the RFP:
   • Award an agreement for services described in this RFP.
   • Reject all proposals and continue with the Authority’s current Legal Counsel for a temporary or permanent period of time;
   • Reject any proposal.
   • If during the course of negotiations with a selected PROPOSER, the AUTHORITY determines in its sole discretion that an acceptable Agreement cannot be negotiated, the AUTHORITY reserves the right to suspend negotiations with that PROPOSER and begin negotiations with another PROPOSER. Also, the AUTHORITY reserves the right to undertake simultaneous negotiations of the final Agreement with more than one PROPOSER.
   • Waive defects and/or irregularities in any proposal.
   • Request from any PROPOSER at any time during the evaluation process, clarification of any information contained in the proposal.
     • Conduct interview(s) with any PROPOSER(s).
     • Negotiate terms and conditions that are different from those described in this RFP and Agreement.
     • Contact references provided and seek information from any client with which the PROPOSER has done business.
   • Take other such action that best suits the needs of the AUTHORITY and/or its citizens.
Exhibit B - Form of Agreement

X The undersigned has carefully reviewed the forms of Agreement contained in the RFP and is prepared to agree to the terms and conditions stated therein.

The undersigned has carefully reviewed the forms of Agreement contained in the RFP and is prepared to agree to the terms and conditions of the forms with the proposed modifications attached hereto. (Proposer must attach any proposed modifications to the Form of Agreement.)

Print Name: Osa L. Wolff

Title: Partner

Organization: Shute, Mihaly & Weinberger LLP

Telephone: 415-552-7272

Facsimile: 415-552-5816

E-Mail Address: wolff@smwlaw.com

Signature: ________________________________ Date: February 4, 2019