

October 11, 2022

Nicholas Schneider, General Manager
Georgetown Divide Public Utility District
6425 Main Street
P.O. Box 4240
Georgetown, CA 95634

Re.: Georgetown Divide Public Utility District Request for Qualifications for Legal Counsel Services

Dear Mr. Schneider,

On behalf of White Brenner LLP (the “Firm” or “White Brenner”), I am pleased to submit our Proposal for Legal Counsel Services to the Georgetown Divide Public Utility District (the “District”). Our Firm is uniquely qualified, and we hope you will consider the full range of services we can provide to the District during your selection process.

The legal name and contact information for the Firm, as well as the primary contact person authorized to bind the Firm, is below:

Legal Firm Name and Address:

White Brenner LLP
1414 K Street, 3rd Floor
Sacramento, CA 95814
Phone | 916.468.0950
Fax | 916.468.0951
Website | www.whitebrennerllp.com

Primary Contact:

Barbara A. Brenner, Partner
Office | Sacramento
Direct | 916.468.0625
Cell | 916.995.7314
Fax | 916.468.0951
Email | barbara@whitebrennerllp.com

This Proposal is firm for a 90-day period following the submission deadline of October 12, 2022, and contains required information regarding insurance and indemnification per the Professional Services Agreement.

The Firm was established in 2013 as a limited liability partnership by partners Douglas White, Barbara Brenner, and Randy Pollack. After years of experience at some of the largest law firms in the country, our founding partners set out to build a firm rooted in their strong desire to provide exceptional service to interesting and unique clients without the conflicts often experienced at larger firms. Since then, White Brenner has grown steadily while maintaining the high level of legal services our clients have come to expect from our Firm.

Georgetown Divide Public Utility District

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Our attorneys and legislative advocates represent public interests across the state. The Firm serves as General Counsel to the San Miguel Community Services District, Grizzly Flats Community Services District, Knightsen Town Community Services District, Rio Linda-Elverta Community Water District, Reclamation District 799, South San Joaquin County Fire Authority, and the Riverbank Local Redevelopment Authority, among others. The Firm also provides Special Counsel services predominantly focused on natural resource issues for cities such as Arroyo Grande, Patterson, Riverbank, Angels Camp, Dixon, Vallejo, and Newman, and entities such as Del Norte Water Company, Camrosa Water District, and San Joaquin County. In addition, our attorneys are often hired by other prominent public and municipal law firms seeking assistance with complex litigation, transaction, and regulatory compliance matters.

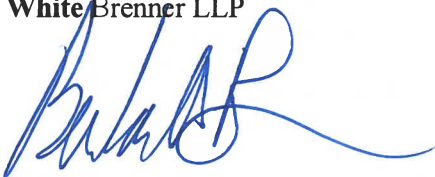
We have evaluated the District's needs based on the scope of services set forth in the Request for Qualifications and are confident in our ability to continue to execute all of the legal services specified by the District. We believe that Legal Counsel plays an integral role in facilitating and ensuring that the District can accomplish its missions and goals within the complex framework of federal, state, and local laws and regulations. Our approach to tackling the array of challenges a public agency may face is to maintain an active and cooperative relationship with the General Manager, Board of Directors, and staff. We believe this active level of involvement and open communication regarding the strategy and management of the District's legal affairs leads to optimal results.

The Firm proposes Barbara A. Brenner as Primary Attorney for the District. The following proposal outlines the qualifications of not only the Firm, but also the experience and varied expertise of Ms. Brenner and our other attorneys.

Should you have any questions, please do not hesitate to contact me directly. Thank you for your consideration.

Kind regards,

White Brenner LLP



Barbara A. Brenner

Enclosure



Proposal to Provide Legal Counsel Services – Georgetown Divide Public Utility District

October 12, 2022

Presented By:

White Brenner LLP

1414 K Street, 3rd Floor
Sacramento, CA 95814

Telephone: 916.468.0950

Fax: 916.468.0951

General Information

White Brenner LLP (the “Firm” or “White Brenner”) is pleased to present this proposal to provide Legal Counsel services to the Georgetown Divide Public Utility District (the “District”) in response to the District’s Request for Qualifications (“RFQ”). Our attorneys practice virtually every legal specialty that would be of interest to the District, providing full-service advice and counsel to our clients. The Firm is uniquely qualified and prepared to continue to deliver the highest quality legal services at competitive rates.

Firm Description

White Brenner is a law firm with deep roots in California. Based in Sacramento, we have a particular focus on sound public policy. Our lawyers and lobbyists work in the areas of government relations, regulatory, municipal, special districts, political, ethics and conflicts of interest, real estate and land use, environmental and natural resources, water, litigation and more. We are recognized for our expertise in highly specialized areas not commonly found at other firms. We diligently represent private businesses, cities, counties and special districts. Our partners have years of experience at some of the largest global and national law firms, including Greenberg Traurig, Littler Mendelson, and Stoel Rives.

The attorneys at White Brenner take great pride in their work, producing powerful solutions to the most complex legal issues. White Brenner clients also benefit from attorneys who are thought leaders and deal makers that bring a commonsense approach to the practice of law. We focus on results, while providing exceptional client service and helping our clients navigate across complexities that are unique to California. Whatever the context, most businesses, municipalities or governmental bodies are in a perpetual cycle of growing, strengthening or defending their business. White Brenner has the expertise to provide clients with the leadership, advocacy and creative solutions they need to be successful.

Values

What sets a law firm apart from all others? Its culture, its brand, and its commitment. White Brenner delivers on its commitment to clients and to the people that work so hard to deliver exceptional service and value to clients each and every day. What makes White Brenner unique is that we don’t just write down values and ignore them when things get tough or when following them earns us less money. We honor them. We live by them.

Our values serve as a framework for our Firm and guide every aspect of our business strategies. We believe that if we continue to honor these values, we will continue to accomplish our goal of being a leading provider of highly sophisticated, government-related legal services. Our attorneys and professionals work for the Firm because they enjoy

delivering high level, creative legal work with a true commitment to our clients and the communities we represent.

Diversity

At White Brenner, diversity is an essential part of our Firm's identity. We are committed to fostering an inclusive community of professionals of all races, religions, genders, sexual orientations, and family structures. We see our individual differences as an asset that enhances the quality of life for each of us and strengthens what we can accomplish as a firm. We believe our success is directly attributable to the unique skills, talents and viewpoints contributed by attorneys from a variety of different backgrounds and beliefs. The groundbreaking work we handle at White Brenner benefits from our diversity.

White Brenner works hard to create a workplace that allows our attorneys, paralegals, and staff to transcend differences and value similarities to ensure we provide our clients with a distinctive level of client service.

Scope and Location

Throughout our nine years of operation, the Firm has been proud to represent a range of public interests across the state. The Firm proudly serves as City Attorney or Special Counsel to the cities of Angels Camp, Arroyo Grande, Ceres, Dixon, Livingston, Newman, Oakdale, Patterson, Redwood City, Riverbank, Sonora, and San Bruno, to name a few. The Firm also serves as General Counsel or Special Counsel to the California Electronic Recording Transaction Network, San Miguel Community Services District, Grizzly Flats Community Services District, Westley Community Services District, Rio Linda-Elverta Community Water District, Reclamation District 799, and Riverbank Local Redevelopment Authority, among others. In addition, our attorneys are often hired by other prominent public and municipal law firms seeking assistance with complex litigation, transactions, and regulatory compliance matters.

Legal Name and Address

White Brenner LLP
Type of Entity: Partnership
1414 K Street, 3rd Floor
Sacramento, CA 95814

Telephone: 916.468.0950
Fax: 916.468.0951

Legal Form of Submitter

White Brenner LLP is a limited liability partnership formed in California. The Firm was established in 2013 to serve as a comprehensive resource for clients' legislative, regulatory and litigation needs. White Brenner has been in business nine and a half years, primarily servicing municipal clients.

Location of Office

White Brenner LLP has one office located at the address above which would serve the District.

Proposed General Counsel

Barbara A. Brenner
1414 K Street, 3rd Floor
Sacramento, CA 95814
T: 916.468.0950
Barbara@whitebrennerllp.com

Range of Services

The Firm works collectively as a team to offer a range of services for the benefit of our clients, and the District will benefit from the full resources of the Firm. In addition to the proposed legal team, the Firm's other partners and associates are highly trained and qualified in a wide range of legal areas. Below is a list of the Firm's practice areas and the attorneys that practice in each area. Full resumes detailing each attorney's background and experience may be found under the "Attorney Resumes" section of this proposal.

- Public Law (municipal and special districts): Douglas White, Barbara Brenner, Nubia Goldstein, Tom Hallinan, Joshua Varinsky, Kerry Fuller
- Water (rights, quality, rate setting): Barbara Brenner, Kerry Fuller, J. Scott Miller
- Employment and Labor Law: Douglas White, Nubia Goldstein, Debra Hinshaw Vierra
- Litigation: Barbara Brenner, Nubia Goldstein, J. Scott Miller
- Environmental and Natural Resources: Barbara Brenner, Kerry Fuller, Nubia Goldstein
- Land Use: Douglas White, Barbara Brenner, Nubia Goldstein, Joshua Varinsky
- Administrative and Regulatory: Barbara Brenner, Nubia Goldstein
- Ethics and Conflicts of Interest: Douglas White, Nubia Goldstein
- Legislative Advocacy: Randy Pollack, Elisabeth White, Nubia Goldstein

Relevant Prior Experience

The Firm is well-versed in the laws that regulate cities and other public agencies in the State of California. In order to provide the best service to our clients, our attorneys stay up to date on current general municipal and public law issues and trends that affect public agencies. The Firm has a pulse on emerging case law and regulations that may impact local government entities in areas including code enforcement, real estate, land use and planning, environment and natural resources, CEQA/NEPA, water law, general plans, administrative law, employment and personnel matters, Proposition 218, ethics and conflicts of interests. The Firm rounds out the legal services offered to clients by providing governmental affairs and lobbying services at the State Capitol.

As City Attorneys and General Counsel to cities and public agencies across the state, our attorneys regularly provide day-to-day legal advice and counsel on transactional and litigation matters. That advice and counsel includes, but is not limited to, issues related to regular Council meetings as well as other special meetings; the Ralph M. Brown Act and Public Records Act; election law; the Political Reform Act and conflicts of interest; public contracts and prevailing wage compliance; environmental issues including CEQA, NEPA, the Endangered Species Act, and toxic substances; natural resources issues; planning, building, and development matters; employment law matters including termination, discrimination, disciplinary actions, and labor negotiations; and litigation.

In addition to the Firm's legal counsel services, below is a sampling of services that we provide to clients of similar industry and interests as the District. These projects and abilities demonstrate not only our attorneys' qualifications to provide the requested scope of services, but also the expertise to assist with almost any other legal need the District may have.

- The Firm currently represents public agencies in nearly every aspect of general municipal service:
 - Project Negotiation – Special Districts (successfully negotiated flood control and levee project with Developer on behalf of Reclamation District 799)
 - Public Works – Wastewater treatment (successfully represented City of Dixon in financing new \$40 million treatment facility, Proposition 218 rate setting, and defending taxpayer litigation)
 - Litigation – CEQA (successfully represented the City of Riverbank in a CEQA litigation matter, which resulted in a \$4,000,000 settlement awarded to the city)

- o Litigation – Proposition 218 (successfully defended Georgetown Divide in a challenge to its adopted rate structure for water source)
 - o Land Use – Local Agency Formation Commission (“LAFCO”) annexations (represented the cities of Patterson, Oakdale, Riverbank and Newman in significant annexations and sphere of influence modifications before the Stanislaus County LAFCO)
- The Firm understands the District’s business, from rate setting to environmental compliance:
 - o Every Proposition 218 proceeding involving our Firm has been successfully completed, including Georgetown Divide
 - o Water Use planning from groundwater management issues to evaluation of surface supply water rights and planning
 - o Real Estate (assisting with will all aspects of CIP projects such as securing easements, preparing purchase and sale agreements, securing and issuing licenses, and assisting in LAFCO proceedings)
 - o CEQA/NEPA (representing cities and special districts to obtain state and federal approvals)
 - o State Water Resources Control Board (SWRCB) Water Right Proceedings (representing public agencies in hearing to defend permits that are still pending licensing)
- Our proximity to the State Capitol, coupled with in-house advocacy attorneys, provides the District with better access to policymakers; and
- Our attorneys currently represent about 30 cities and special districts throughout the state. We are well seasoned to work collaboratively to address the District’s needs.

Finally, as part of the Firm’s commitment to providing exceptional service to its clients, White Brenner is an active member of several public law organizations and associations, such as the League of California Cities, California Special Districts Association, and Association of California Water Agencies, as well as other similar organizations.

Staffing

Proposed General Counsel

White Brenner is committed to proposing the most qualified attorney(s) to meet the needs of each client. In line with that commitment, the Firm proposes Ms. Barbara A. Brenner as General Counsel to lead the District's legal team. Ms. Brenner would supervise all provided legal services and ensure that the most qualified attorneys are responding to the District's needs. As detailed below, all the proposed attorneys have extensive experience representing special districts, including public water purveyors. A resume for Ms. Brenner, as well as the rest of the White Brenner legal team, are included in the "Attorney Resumes" section.

The Firm culture of White Brenner embraces a collaborative work model, while taking care to respect the needs and desires of each client regarding sensitive information. As such, the General Counsel will coordinate with any other approved attorneys to provide significant opportunities to contribute to the success of District matters. Therefore, if a scheduling conflict or unforeseeable extended absence should occur for the General Counsel, the District may rest assured that any of our other attorneys or of counsels will be able to step in to attend meetings and participate knowledgeably, as well as assist the District in any way necessary.

Principal Attorney

Barbara A. Brenner – Partner

Barbara A. Brenner has distinguished herself in the areas of special district, municipal, water and environmental law, as well as land use, public contracting, project entitlement and regulatory compliance. She has extensive experience with California special districts, including acting as General and Special Counsel for a number of special districts, including the Grizzly Flats Community Services District, San Miguel Community Services District, Reclamation District 799, and Camrosa Water District, as well as other entities such as Del Norte Water Company and Crystal Geyser Water. In addition, she also advises several other special districts and cities throughout the state on water, environmental and compliance issues.

Ms. Brenner's water law practice includes permitting of water projects, litigation involving the protection and acquisition of water resources, state and federal water contract interpretation and negotiation, and legislative review. Her experience includes working with the California Department of Water Resources on State Water Project matters, the U.S. Bureau of Reclamation on Central Valley Project matters, and local agencies including local reclamation districts. She has worked regularly with public and private clients to inventory

and secure existing water resources, obtain new water rights, process change petitions, license existing rights, water transfers, conjunctive use programs, groundwater adjudications, and water supply planning. Ms. Brenner also represents public agencies that operate and maintain wastewater systems. She works regularly with the Regional Water Quality Control Boards and on the interpretation of the Federal Clean Water Act and California's Porter Cologne Water Quality Act.

Ms. Brenner has been in practice over 25 years and is familiar with the issues facing special districts throughout California. In addition to satisfying her continuing legal education requirements, Ms. Brenner stays up to date on special district laws, regulations and codes. She is a long-term and active member of the Association of California Water Agencies and serves as a member of the Legal and Legislative Committees. Outside of work, she participates in local environmental and conservation groups and currently serves as a Board Member for the Placer Land Trust.

Areas of Expertise:	Water, Land Use, Environmental, Public Agency Law
Legal Training:	L.L.M., Pace University School of Law J.D., University of the Pacific, McGeorge School of Law
Length of Employment with Firm:	2013-Present
Capabilities and Qualifications:	<ul style="list-style-type: none"> • Advises public and private clients in permitting, regulatory compliance, transactional and litigation matters involving water resources, water quality, endangered species, land use, energy, eminent domain, and general municipal matters • Represents public agencies in matters involving local government planning and zoning, Coastal Act permitting, CEQA and NEPA compliance, Clean Water Act compliance, land development strategy, eminent domain, and related litigation
Public Sector Knowledge and Experience:	<ul style="list-style-type: none"> • Over 20 years of experience providing General Counsel and Special Counsel services to special districts • Serves as General Counsel to Rio Linda-Elverta Community Water District, Grizzly Flats Community Water District, and Reclamation District 799 • Serves as Special Counsel to the cities of Arroyo Grande, Banning, San Bruno, Dixon, and Patterson, as well as to Camrosa Water District, Merced Irrigation District, San Joaquin County, and San Miguel Community Services District

Support Staff

In addition to the proposed team, White Brenner currently employs a total of 11 attorneys, 2 paralegals, 1 legal secretary, 1 project assistant, and 4 law clerks who assist as needed.

Availability

The Firm's office is open to the public during standard business hours. However, our attorneys understand that issues can arise outside of normal workdays and hours. As such, our attorneys believe in being readily available to clients by both phone and email for urgent questions and in case of emergencies. At this time, the Firm does not foresee any potential issues concerning availability for meetings, communications, or consultation, nor do we see any current or future professional commitments that would hinder or interfere with our availability or service to the District.

Proactive Approach

Our attorneys are committed to staying at the forefront of legal developments. A benefit to having an active governmental relations group within the Firm is their immediate involvement in the early stages of any and all legislation that may have a direct effect on our municipal clients. In addition to our government relations communications, the Firm also tracks and regularly sends out e-alerts to clients on a variety of relevant topics, including the latest water rights and quality regulations; Fair Political Practices Commission, ethics, conflicts of interests, and political updates; new and ongoing legislation; and major state and federal decisions.

As a complimentary service to our clients, and to keep them in full compliance with the law, the Firm regularly coordinates and schedules mandated trainings, covering topics such as AB 1234, AB 1825, and AB 1661. We also offer trainings on the Ralph M. Brown Act, the Public Records Act, Robert's Rules of Order and parliamentary procedures, and many other topics that may be of interest to the District. In conjunction to these trainings, the Firm frequently publishes other resources, such as the Brown Act Pocket Guide, which serves as a handy reference material for clients.

Communication and Response Times

Communication is key to delivering exceptional client service. The Firm believes that before taking significant action, it is imperative that we consult with our clients to keep them informed of major developments. The attorneys at White Brenner believe in being readily available and accessible to their clients and are committed to providing whatever turn-around time is needed to meet each client's expectation. It is customary for attorneys to provide same-day response to all emails and phone calls, in the absence of an established expectation. District staff is encouraged to communicate with us on any issue that needs

attention. We encourage our clients to share with us all expectations and concerns regarding our services during the course of our representation.

In order to facilitate communication and timely responses, the Firm is committed to staying at the leading edge of technology. All attorneys at White Brenner have smart phones, laptop computers, and state-of-the-art, highly secure remote access to the Firm's document management system and other critical software applications. Our office is equipped for video and phone conferencing, which allow for direct and efficient communication and, in some cases, reducing the cost and hassle of travel. The Firm prides itself on providing its attorneys and staff with the most recent technology available in order to support the Firm's commitment to being readily accessible to clients and providing exceptional service.

Transmittal of Requests

District leadership should be actively involved in the strategy and management of your legal affairs, and our goal is to encourage candid and frequent communication between the District and our Firm. District staff is encouraged to communicate with us directly on any issue or matter that you feel deserves attention, and we will endeavor to respond promptly. In order for us to assist you effectively and efficiently, we assume that you will provide us with the factual information you have which relates to the subject matter of our agreement, and that you will make any appropriate business or technical decisions. In addition, we encourage you to share with us, at all times, your expectations and any concerns regarding our services during the course of our representation.

The Firm can provide files electronically or via mail. Clients can upload and download documents and files of all types and sizes through the Firm's secure client portal, which is accessed through the Firm's website by selecting "Login" at the bottom of the navigation bar or through the URL <https://whitebrennerllp.sharefile.com>. The Firm also utilizes FedEx as one of our primary overnight freight services for physical and original files.

Style of Interaction at Public Meetings

We do not believe there is a one-size-fits-all model as it relates to our style of participation in District Council, special, and staff meetings. While we typically take a proactive approach in representing our clients' best interests, there are times when the more appropriate approach is to step back and manage a particular issue in a more reactive manner. Flexibility is key, and we focus on the needs of each client. Our commitment is to communicate early and often to ensure that our services are provided in a way that will exceed the District's expectations.

Tracking and Managing Legal Costs

In order to provide the most cost-effective and quality service to our clients, we consider experience, attorney rates, and the District's requests very seriously when we assign work. For example, if a particular task can be completed by a paralegal versus an attorney, the Firm will endeavor to assign the work to the most cost-effective and best-suited person.

The District will receive a monthly itemized billing statement with detailed information of each matter that was worked on in that month, which attorney or staff member performed the work, and the amount of time worked on each matter. Should the Firm foresee a month where services are anticipated to be higher than average, the Firm will communicate with the District in advance so there are no surprises when the invoice arrives. The monthly invoice details the work performed and the types of charges incurred. Payment is due within thirty (30) days after the date of our invoice.

Special Counsel Services

The Firm is proud to provide a wide range of services to our clients, including litigation and other specialties such as water law, environmental compliance, workplace investigations, and more.

The only services our Firm does not provide are workers' compensation or criminal law related. When these issues come up, workers' compensation is generally handled by an outside insurance provider, which we can help coordinate, and we would refer criminal matters to outside counsel as appropriate.

We believe this allows us to keep our overall costs down, as our attorneys already have a base set of knowledge regarding the District.

Qualifications

Firm Qualifications

The Firm views the General Counsel's role as providing the highest quality legal services possible in an efficient, cost effective, non-political manner. Upon evaluation of the District's requested qualifications, the Firm proposes our most capable and qualified attorneys to meet the District's needs. Barbara A. Brenner will serve as Lead Counsel, with reliance on key associates and paralegals experienced in California Water law matters. Ms. Brenner has evaluated the District's needs based on the Qualifications set forth in the RFQ, and she is confident in her ability to execute all of the legal services specified by the District to the highest ability and quality. Together, the Firm's attorneys will practice active involvement, candid communication, and close coordination to develop optimal results in managing the District's legal affairs. Below is a description of the Firm's and the proposed attorneys' relevant practices, accomplishments, particular areas of expertise, and representative projects that best reflect the District's requested qualifications and scope of work.

General Counsel

Our attorneys assist clients in successfully maneuvering through legal complexities and governmental mandates. Serving as General Counsel to several public agency clients, our attorneys regularly provide day-to-day legal advice and counsel on transactional and litigation matters, including, but not limited to, the following areas:

- General Counsel services at board meetings, as well as other special meetings, as requested;
- Public law;
- The Ralph M. Brown Act and Public Records Act;
- Election law;
- The Political Reform Act and conflicts of interest;
- Public contracts, including professional consultants, public works and commercial services, and prevailing wage compliance;
- Environmental issues, including the California Environmental Quality Act (CEQA), the National Environmental Policy Act (NEPA), the Endangered Species Act, and toxic substances;
- Natural resources issues, including water law, toxic waste health hazards, and air quality compliance;
- Employment law matters, including termination, discrimination, disciplinary actions, and labor negotiations; and
- Litigation.

Laws and Regulations Pertaining to the Governance of Public Entities

The Firm assists public clients in successfully maneuvering through legal complexities and governmental mandates. Serving as special counsel to several cities and special district clients, our attorneys regularly provide legal advice and counsel on transactional and litigation matters including, but not limited to, the following areas: water law, public contracts, environmental issues, natural resource issues, planning and development matters, and litigation. Our experience includes forming and representing joint powers authorities (“JPAs”). This experience includes working with JPAs to develop conjunctive use programs, jointly fund treatment facilities, and manage both surface and ground water resources. Such efforts require addressing differing views and positions of the various JPA members. This is valuable experience given the large and diverse agency membership.

Water Rights Matters

The Firm specifically focuses on representing water districts, special districts, and cities that operate public water systems. We understand the benefit of developing long-term solutions that can successfully adapt to new and proposed state and federal laws and regulations related to water quality and water rights. White Brenner’s water rights team assists in difficult matters involving water rights, supply, use, distribution, and policy. Our attorneys represent clients of all ranges, from small homestead owners to cities, water districts and large companies, in matters involving riparian, appropriative, and overlying water rights.

Our attorneys have represented clients before state and federal water resources agencies, environmental regulators, and other governmental agencies. We have a strong reputation and bring excellent working relationships with state and federal agencies to the table. Although we emphasize communication and negotiation in resolving conflicts, litigation and water rights adjudications are sometimes the only effective means of protecting our clients’ interests.

Potable Water, Recycled Water, and Water and Sewer Infrastructure

Ms. Brenner’s regulatory expertise has also been applied to matters regarding the treatment, disposal, and use of recycled water. She assists public and private clients to meet the requirements for operating wastewater systems, including compliance with rules promulgated under the National Pollutant Discharge Elimination System (“NPDES”), such as Waste Discharge Requirements, including non-point source discharges.

Ms. Brenner represents the City of Banning in its efforts to cooperatively develop new infrastructure or alternative methods of obtaining their water supply involving other water supply providers and hydroelectric generators. This representation also includes analyzing proposals that impact the District’s efforts to comply with the Sustainable Groundwater

Management Act (SGMA) and the applicable surface water adjudication order. Ms. Brenner regularly represents clients in addressing water right and supply challenges. She has negotiated public and private agreements investing in water infrastructure projects, water banking agreements, and water transfers and exchanges involving state and federal water rights. Ms. Brenner has also assisted San Joaquin County on two water rights applications.

California Water Law Related to Imported and Groundwater Supplies

Ms. Brenner is well versed in imported water and groundwater law and management. These areas of expertise are integral to the understanding of groundwater rights, understanding key negotiation issues, and developing a successful water supply strategy that includes a myriad of water sources. This experience is directly relevant to Georgetown Divide's surface water supply challenges.

Ms. Brenner currently serves as general counsel and special counsel to a variety of municipalities and special districts with a broad diversity of operational features. For example, she is representing two of our municipal clients in a long-term water supply planning effort for the development of a surface water supply purchased from a local irrigation district. This provides the cities historically dependent on groundwater a supplemental surface water supply for their service territories. This effort will require a massive upgrade to the cities current groundwater operations, involving complex municipal financing and development of an integrated system. This project has gone through environmental review, extensive water transfer negotiation, and is in the next step of pre-construction land and easement acquisition. In addition, she is representing a County in Northern California in the permitting effort for a new conjunctive use program involving obtaining a water rights permit from the State Water Resources Control Board, and extensive negotiations with irrigation districts, utility districts, and cities.

She has also previously represented Irvine Ranch Water District in obtaining CEQA compliance for the Strand Ranch Project, the operations of which involve water transfers, banking, and exchange transactions. Ms. Brenner has assisted the City of San Bruno in extensive (over five years) negotiations with the San Francisco Public Utility Commission over the development of the Southside basin aquifer storage and recovery conjunctive use program. Barbara has also assisted with long- and short-term water transfers and exchanges, development of other water agreements, due diligence review of water banking opportunities, and the transfer of both State Water Project and Central Valley Project contract water.

Overall, Ms. Brenner is deeply familiar with groundwater, surface water, and conjunctive use operations, and she has demonstrated mastery over water rights and water quality considerations associated with each enterprise. Ms. Brenner has worked on behalf of her

clients representing more than \$30 million of new or upgraded infrastructure, just in the last few years.

California Environmental Quality Act (CEQA) and National Environmental Policy Act (NEPA)

Ms. Brenner has represented public agencies, industrial operators, and renewable energy companies in obtaining CEQA and NEPA compliance for over 20 years. Ms. Brenner has experience managing every step of the environmental review process, from regulatory compliance to enforcement and occasional litigation. She has worked on complex CEQA and NEPA projects which have required coordinated responses to address public concerns regarding alleged environmental impacts to air quality, hazardous materials, endangered species, hydrogeology, public utilities, traffic, and noise. One example is the successful permitting of a biomass project in which Ms. Brenner was lead counsel through a CEQA appeal, *Mount Shasta Bioregional Ecology Center v. County of Siskiyou* (210 Cal. App. 4th 184).

Ms. Brenner also has expertise in water resource planning, endangered species regulation, and wetlands conversion and mitigation.

Endangered Species Acts

The Firm's environmental and natural resources practice includes coordination with, and responses to, the California Environmental Protection Agency, U.S. Environmental Protection Agency, U.S. Fish and Wildlife Services, National Marine Fisheries Service, State Water Resources Control Board, and California Fish and Wildlife. Our attorneys often review projects in regards to compliance with the California and federal Endangered Species Acts. We have negotiated incidental take permits, 1600 permits, and biological opinions. The extent of this experience ranges from small diversions to large conjunctive use projects that required consultation for incidental take of fishery and terrestrial species. This type of experience will help inform the District on relevant to realistic options on projects that must be implemented to ensure compliance with SGMA.

Clean Water Act and the California Porter-Cologne Water Quality Act

Our water quality practice includes permit proceedings, regulatory compliance, legislative assistance, and state and federal litigation. As detailed throughout this RFQ response, Ms. Brenner leads the Firm's thriving water law group, which regularly engages with statutes and regulations promulgated under the Porter-Cologne Water Quality Act and Water Code. Ms. Brenner's water law practice also includes assisting Firm clients with compliance issues under the Safe Drinking Water Act. For example, the Firm is closely monitoring the litigation and subsequent regulatory response regarding maximum contaminant levels for

hexavalent chromium. Several attorneys throughout the Firm are assisting our special district and municipal clients to develop the most economically feasible hexavalent chromium and arsenic treatment plans. White Brenner has also been successful in assisting clients with multi-million-dollar settlements for TCP contamination.

Public Financing and Revenue Mechanisms (Propositions 26 and 218)

Ms. Brenner has extensive experience assisting special districts and municipal providers in compliance with Proposition 218. Ms. Brenner oversees the review of rate studies, resolutions and ordinances, notice and hearing requirements, and subsequent litigation involving rate setting matters. To date, every Proposition 218 proceeding in which the Firm has participated has been successful. The Firm has assisted the following clients in Proposition 218 proceedings: Amador Water Agency, Rio Linda-Elverta Community Water District, Grizzly Flats Community Services District, and the cities of Dixon, Riverbank, and Oakdale.

Due to the volume of the Firm's Proposition 218 work, Ms. Brenner has reviewed existing and newly proposed tiered rate structures in response to the recent *San Juan Capistrano* case. Ms. Brenner also stays abreast with ongoing proposals by organizations and interest groups advocating for amendments to the California constitution to provide greater flexibility for rate setting, in response to the *San Juan Capistrano* case.

Legal and Regulatory Compliance

White Brenner attorneys are committed to staying at the forefront of legal developments, including pending and newly adopted legislation and regulations that directly affect our clients. In addition to regularly sending out complimentary e-alerts to clients on a variety of relevant topics, including new and ongoing legislation, court rulings, and both weekly and annual updates from the State Capitol, the Firm also provides several other cost-effective resources to clients.

Writ and Appellate Procedures

As a law firm specializing in representing public agencies, we have extensive experience and success in defending and initiating writ proceedings. We represent public and private clients on matters relating to all stages of litigation, including alternative dispute resolution, mediation, and appeals and writs. A sampling of our cases includes representing clients on election related matters, including election contests and California Voting Rights Act litigation, and representing public and private clients in real estate and land use matters, including the negotiation of development agreements, property acquisition, and eminent domain.

Our most notable successes involve Proposition 218 writ proceedings. The Firm successfully represented the City of Dixon in a pre-election challenge to two initiatives filed by a local taxpayer association on the basis the initiatives were unconstitutional and beyond the power of the electorate. By prevailing against the local taxpayer group, the City of Dixon was able to move forward with increasing its sewer rates to comply with a state regulatory mandate in order to protect Dixon's groundwater from contamination and implement a wastewater solution for the next generation. Amador Water Agency engaged the Firm to defend a similar taxpayer challenge to the agency's water rate increase. In 2015, the agency raised its rates in order to deal with a crippling budget deficit as a result of the drought and reduced water consumption. The Firm successfully defended the agency in superior court. As a result, the water rate remains intact, helping to ensure that the agency will remain financially solvent, pending an appeal by the taxpayer group.

Litigation Experience

The Firm takes a proactive approach to providing advice and counsel to its public agency clients. We feel strongly that each litigation matter should be evaluated based on legal costs, staff resources, public response, risk of litigation, and potential for actual financial recovery. An evaluation of the potential benefits against cost, certainty of outcome, and litigation timeframe versus settlement should all be considered. Our attorneys effectively utilize alternative dispute resolution techniques to resolve matters quickly. The overall philosophy of the Firm is to first attempt good faith negotiations before either party decides to go to court. Our attorneys always seek informal resolution or formal mediation prior to recommending litigation as an option.

Among the variety of matters that the Firm's litigation attorneys have worked on are cases involving the Brown Act, the Public Records Act, water resources and quality, CEQA, fee and rate challenges (including Proposition 218), hazardous materials and toxic clean-up, real estate, labor and employment matters, public contracting and bidding disputes, equal protection claims, civil rights claims and First Amendment issues, administrative writs, and more. The Firm is currently involved in groundwater adjudication cases, challenging surface water rights, and pre-1914 rights challenges at the State Water Resource Control Board. The Firm's litigation attorneys practice in the federal and state courts, at both the trial and appellate levels.

Examples of a few key cases highlighting the Firm's litigation success:

- Amador Water Agency reengaged the Firm to defend a similar taxpayer challenge to the Agency's water rate increase. In 2015, the Agency raised its rates in order to deal with a crippling budget deficit as a result of the drought and reduced water consumption. The Firm successfully defended the Agency in superior court. As a

result, the water rate remains intact, helping to ensure that the Agency will remain financially solvent.

- Successfully represented the City of Dixon in a pre-election challenge to two initiatives filed by a local taxpayer association on the basis the initiatives were unconstitutional and beyond the power of the electorate. By prevailing against the local taxpayer group, the City of Dixon was able to move forward with increasing its sewer rates to comply with a state regulatory mandate in order to protect the City's groundwater from contamination and implement a wastewater solution for the next generation.
- Successfully represented the City of Patterson in a decade-long dispute against members of Patterson Hotel Associates, LLC (PHC). Following several years of litigation, the three-week trial stemmed from the City's claim for unpaid taxes in the amount of \$237,000 and PHC's various cross claims for approximately \$4,000,000. The court found in favor of the City for all taxes owed, plus interest, and nothing owed by the City to PHC. Since the City was the prevailing party, the City was also awarded attorneys' fees and costs.
- Successfully represented Crystal Geysers Water Company in a CEQA litigation matter, allowing it to move forward with a water bottling operation in Northern California.
- Successfully represented the San Joaquin State Water Resources Control Board under rights application hearing.
- Successfully represented San Miguel Community Services District in a quiet title action regarding ground water rights, including successful finding on prescriptive rights.

In addition to general litigation, the Firm provides guidance on procedural and substantive responses to claims against public entities and employees under the California Government Claims Act. Our experience generally involves the defense of public entities and public employees. We utilize defenses based on claims procedures, late claims, general and specific immunities of public entities and employees, and laws regarding dangerous conditions on public property. Our attorneys will vigorously defend the District. We have a thorough understanding of liability theories and the applicable immunities that can be claimed.

Our litigation attorneys are also extremely familiar with insurance law. Several attorneys at the Firm have significant experience in insurance litigation. In addition, the Firm often coordinates with Joint Powers Insurance Agencies (JPIA) and risk management authorities to resolve claims in the most expeditious and cost-effective manner for our clients. We have

worked with JPIA outside counsel to assist in the defense of basic tort and wrongful termination claims, for example.

Preparation, Review and Adoption of Legal Opinions, Contracts, MOUs, Resolutions and Policies

Our attorneys have thorough experience researching, preparing, reviewing, and adopting written opinions, resolutions, agreements, leases, contracts, and other documents as needed by our public agency clients. Sample written communications are available upon request.

The attorneys at White Brenner regularly assist our public clients in the preparation and review of resolutions, agreements, contracts and related documents, forms, notices, certificates, deeds, and other documents required by our public clients.

We are experienced in drafting a variety of contracts and agreements, including water supply, wastewater treatment, and real property related contracts. Our goal is to help our clients avoid litigation through excellent transactional documents and agreements.

On behalf of both public and private clients, the Firm has experience with negotiating, drafting, interpreting, and enforcing MOUs. Negotiations of MOUs and other contractual instruments is a key area of our practice. The variety of legal matters relative to MOUs that we have negotiated range from water supply, real estate, public and private partnerships, to electric supply.

All of our public law attorneys are experience in drafting resolutions and policies. While our experience in representing other clients affords us the ability to spare you from unnecessary legal costs by allowing us to draw upon the vast library of documents and sample policies that currently exist in our network, we also have the experience required to tailor our ordinance and policy examples to meet your needs. We have drafted special ordinances relating to tree and hillside preservation, landscape and water conservation, drought restrictions, habitat conservation, growth management, and more.

Supervision of Special Counsel in Litigation Matters

Since the Firm's formation, White Brenner has rapidly grown into a full-service firm in responding to issues relevant to public agencies, including litigation. The Firm's four founding partners have experience at some of the largest law firms in the world. Ms. Brenner, for example, previously worked at Stoel Rives LLP, Ellison Schneider & Harris LLP, and other firms specializing in water law and natural resources. As such, she has developed an extensive network within her professional community, and she constantly exercises a

high level of professionalism, respect, and appropriate deference when coordinating with City Attorneys and General Counsel.

Attorney Qualifications

Proposed General Counsel: Barbara A. Brenner

Our Firm is committed to proposing the most qualified attorneys to meet the needs of each client. In line with that commitment, the Firm is proposing Barbara A. Brenner as General Counsel. Ms. Brenner is a partner of White Brenner LLP with extensive experience in the areas of natural resources, environmental, land use, energy and municipal law. Prior to joining the Firm, Ms. Brenner was formerly a partner at Stoel Rives LLP, practicing in their natural resources and environmental group as well as land use. As a leader of the White Brenner team, she advises public and private clients in permitting, regulatory compliance, transactional and litigation matters involving water resources, water quality, endangered species, land use, energy, eminent domain and general municipal matters. Ms. Brenner currently serves as General Counsel to Rio Linda-Elverta Community Water District, Grizzly Flats Community Water District, and Reclamation District 799. She serves as Special Counsel to the cities of Arroyo Grande, Banning, San Bruno, Dixon, and Patterson, as well as to Camrosa Water District, Merced Irrigation District, San Joaquin County, and San Miguel Community Services District.

In the area of water resources, Ms. Brenner has extensive experience with the protection and acquisition of water resources, water contract interpretation and negotiations, water supply planning and assessments, aquifer storage and recovery, water transfers and water quality. Ms. Brenner's in-depth experience in water law allows her to represent water districts and other purveyors, growers, ranchers, and other rural landowners, as well as various industry clients, including those involved in the agricultural, timber, renewable energy, and land use and development sectors that are addressing California's myriad of water supply and quality challenges.

Within her natural resources practice, Ms. Brenner assists clients with the state and federal Endangered Species Acts, wetlands, land conservation permitting, and related litigation. She has assisted private and public interests with the evaluation of Habitat Conservation Plans, Natural Community Conservation Plans, Biological Opinion consultations, California Incidental Take Permits, 404 individual permits, timber harvest plans, and conservation easements. Ms. Brenner's land use practice includes representing private landowners, developers, and public agencies in matters involving local government planning and zoning, Coastal Act permitting, CEQA and NEPA compliance, Clean Water Act compliance, land development strategy, eminent domain and related litigation. Her municipal practice includes serving as general and special counsel to special districts, joint power agencies, cities, and counties. Barbara regularly advises on compliance with the Brown Act, Public Records Act, Public Contract Code, as well as various other laws impacting public agencies.

Ms. Brenner has been selected by her peers for inclusion in *The Best Lawyers™ in America* 2018-2021 Editions, Environmental Law and Natural Resources Law, and is Martindale-Hubbell® DistinguishedSM Rated. She has been named a Northern California Super Lawyer as well as a Top Lawyer by *Sacramento Magazine*.

Attorney Name:	Barbara A. Brenner
Areas of Expertise:	Water, Land Use, Environmental, Public Agency Law
Education:	L.L.M., Pace University School of Law J.D., University of the Pacific, McGeorge School of Law B.A., Sonoma State University
Date of Admittance to the California State Bar:	12/1989
Years of Practice:	25+
Employment History:	White Brenner LLP (formerly Churchwell White LLP), 2013-Present DL White Law Group, 2011-2013
Scholastic Honors and Professional Affiliations:	<ul style="list-style-type: none"> • Member, American Bar Association, Natural Resources, Environmental and Litigation Sections, 1984-Present • Member, Agribusiness Subcommittee Business Law Section, State Bar of California, 2011-Present • Member, Referendum Review Committee, California Women Lawyers • Member, Legal Committee, Association of California Water Agencies, 2007-2009 • Member, Federal Committee, Association of California Water Agencies, 2010-2012 • Member, California Building Industry Association • Member, American Council of Engineers of California, Water Resources and Land Use Planning Committees • Board Member, Placer Land Trust • Selected by peers for inclusion in <i>The Best Lawyers™ in America</i> 2018-2021 Editions, Environmental Law and Natural Resources Law • Northern California Super Lawyer • Martindale-Hubbell® DistinguishedSM Rated • Top Lawyers, <i>Sacramento Magazine</i>
Municipal and Public Sector Experience:	<ul style="list-style-type: none"> • General Counsel to Rio Linda-Elverta Community Water District, Grizzly Flats Community Water District, and Reclamation District 799

	<ul style="list-style-type: none"> • Special Counsel to the cities of Arroyo Grande, Banning, San Bruno, Dixon, and Patterson, as well as to Camrosa Water District, Merced Irrigation District, San Joaquin County, and San Miguel Community Services District • Lead counsel for an irrigation district through the federal and state entitlements for the development of a water banking project, including state and federal endangered species consultation • Lead counsel to process new water rights application • Advises on compliance pertaining to the Brown Act, Public Records Act, Public Contract Code, and other laws impacting public agencies • Assisting a biomass project through the land use permit approval process involving CEQA compliance and air permitting including subsequent legal challenges to the favorable permits obtained • Represented City in its damage claim resulting from California Department of Fish and Game’s pike eradication program at Lake Davis • Represented a private enterprise in the development of a unique water project in Northern California involving a number of regulatory agencies, permits, administrative hearings, and litigation (CalFed In-Delta Storage Project) • Lead endangered species counsel for a variety of solar and wind projects • Special Counsel to City for conjunctive use program
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Attorney Resumes

The Firm works collectively as a team for the benefit of our clients, and the District will benefit from the full resources of the Firm. Full resumes for Ms. Brenner, as well as the rest of the White Brenner legal team, follow under the “Attorney Resumes” tab of this proposal.

Backup Attorneys

White Brenner embraces a cooperative work model, while taking care to respect the needs and desires of each client regarding sensitive information. Ms. Brenner is a well-known figure in the water law community with over 25 years of experience advising California special districts, making her an ideal attorney to help lead the District’s legal team.

In addition to the proposed legal counsel of Ms. Brenner, the District will benefit from the full attorney resources and expertise of the Firm. Below are brief descriptions of our other qualified attorneys who may assist the District in both general and special matters. Full resumes for each member of the White Brenner legal team are included in the “Attorney Resumes” section at the end of the proposal.

Douglas White – Partner

Areas of Expertise:	Municipal, Land Use, Real Estate
Legal Training:	J.D., McGeorge School of Law, 1998 B.A., University of California, Davis, 1995
Length of Employment with Firm:	2013-Present
Capabilities and Qualifications:	<ul style="list-style-type: none"> • Advises municipal clients on matters relating to land use and planning, development and redevelopment, real estate, and public contracting • Represents public clients in land use entitlements and project approvals, CEQA and NEPA, real estate contracts and commercial transactions, leasing, building and project certifications, and project financing
Public Sector Knowledge and Experience:	<ul style="list-style-type: none"> • Over 20 years of local government experience • Successfully represented public and private clients in high-profile litigation matters and has obtained favorable judgments and settlements, including a \$4,000,000 settlement for the City of Riverbank in a CEQA litigation matter • Current City Attorney for the cities of Angels Camp, Dixon, and Sonora, and Deputy City Attorney for the cities of Ceres, Livingston, Oakdale, Riverbank, and Patterson • Serves as General Counsel to the San Miguel Community Services District

Nubia Goldstein – Partner

Areas of Expertise:	Municipal Litigation, Legislative Advocacy
Legal Training:	J.D., McGeorge School of Law, 2010 B.A., California State University, Sacramento, 2006
Length of Employment with Firm:	2013-Present
Capabilities and Qualifications:	<ul style="list-style-type: none">• Advises municipal clients on issues pertaining to the Brown Act, Political Reform Act, Public Records Act, public contracting, code enforcement, and other municipal and public law matters• Represents the Firm’s public and private clients in all stages of litigation and alternative dispute resolution
Public Sector Knowledge and Experience:	<ul style="list-style-type: none">• Over 10 years of Municipal Law experience• Current City Attorney for the cities of Newman and Patterson and Deputy City Attorney for the cities of Angels Camp, Dixon, Ceres, Livingston, and Sonora• Serves as General Counsel for the California Electronic Recording Transaction Network and Special Counsel for the City of Redwood City

Tom Hallinan – Partner

Areas of Expertise:	Public Agency Law
Legal Training:	J.D., Lincoln Law School of Sacramento
Length of Employment with Firm:	2013-Present
Capabilities and Qualifications:	<ul style="list-style-type: none">• Central Valley representative, League of California Cities’ Legal Advocacy Committee• Elected member, Yosemite Community College District Board of Trustees• Board Member, Stanislaus-Ceres Oversight Board of the former Redevelopment Agency• Board Member, Stanislaus County Assessment Appeals Board• Governor’s appointee, 38th District Agricultural Association• Governor’s appointee, California Law Revision Commission• Member, Gaming Policy Advisory Committee of the California Gambling Control Commission
Public Sector Knowledge and Experience:	<ul style="list-style-type: none">• Over 25 years of experience providing City Attorney, General Counsel, and Special Counsel services to municipalities and special districts

	<ul style="list-style-type: none"> • Serves as General Counsel to Grayson Community Services District and the South San Joaquin County Fire Authority • Serves as City Attorney to the cities of Ceres, Oakdale, and Riverbank • Experienced in providing legal advice on the Brown Act, Political Reform Act, Public Records Act, contracts and procurement, and all phases of real property development including public finance • Advises clients on Proposition 218 matters and negotiates related franchise agreements • Represents public clients in land use and city code matters
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Christina Pritchard – Post Bar Law Clerk

Areas of Expertise:	Municipal, Litigation
Legal Training:	J.D., Lincoln Law School of Sacramento, 2022
Length of Employment with Firm:	2013-Present
Capabilities and Qualifications:	<ul style="list-style-type: none"> • Assists all new public clients with an audit of their policies and procedures in order to identify areas of improvement or potential updates required to comply with current laws. • Over 10 years of HIPAA compliance experience, including policy review and preparation, as well as on-site visits to review office composition and identify areas of concern with regard to HIPAA.
Public Sector Knowledge and Experience:	<ul style="list-style-type: none"> • Over 9 years of experience providing legal assistance to White Brenner’s City Attorneys, General Counsels, and Special Counsels. • Experienced in providing legal advice on the Brown Act, Public Records Act, contracts and litigation. • 15 years of litigation experience.

Staff - In addition to the proposed team, White Brenner currently employs 2 paralegals, and 4 law clerks who assist as needed.

References

White Brenner is proud to identify the following municipal references, for which the Firm currently provides services to, and that demonstrate our ability to provide the scope and complexity of services listed in the RFQ:

<i>Professional References</i>	<i>Personal References</i>
<i>Reference 1</i> Ken Irwin, City Manager City of Patterson 1 Plaza, Patterson, CA 95363 Phone: (209) 895-8015 Email: kirwin@ci.patterson.ca.us Scope of Services: Provided City Attorney and Special Counsel services	<i>Reference 1</i> Angela Schrimp Damrell, Nelson, Schrimp, Pallios, Pacher & Silva 1530 J Street, Suite 250 Sacramento, CA 95814 Phone: (916) 448-6909 Email: aschrimp@damrell.com
<i>Reference 2</i> Mike Alvarez, General Manager Reclamation District 799 6325 Bethel Island Road Bethel Island, CA 94511 Phone: (925) 759-8316 Email: dinard799@outlook.com Scope of Services: Provided General Counsel and Special Counsel services	<i>Reference 2</i> Ellen Cross 7015 Elverton Drive Oakland, CA 94611 Phone: (510) 316-9657 Email: crosse@strategydriver.com
<i>Reference 3</i> Rob Roberson, Interim General Manager San Miguel Community Services District 1150 Mission Street San Miguel, CA 93451 Phone: (805) 467-3388 Email: rob.roberson@sanmiguelcsd.org Scope of Services: Provided General Counsel and Special Counsel services	<i>Reference 3</i> Jeffrey Dunn Best Best & Krieger 18101 Von Karman Avenue Irvine, CA 92612 Phone: (949) 263-2616 Email: jeffrey.dunn@bbklaw.com

Additional references are available upon request.

Law Firm Clients and Projects

Below is a list of the Firm's past and current public agency clients. Additional information is provided where the Firm has provided City Attorney, General Counsel, Administrative Hearing Officer, or similar services in the last five years:

- **Amador Water Agency**
2015-2019: providing special counsel services.
- **California Electronic Recording Transaction Network Authority**
2018-present: providing general counsel services.
- **City of Angels Camp**
2018-present: providing city attorney and special counsel services.
- **City of Atwater**
2018-2019: providing city attorney and special counsel services.
- **City of Benicia**
2016-present: providing special counsel services.
- **City of Ceres**
2014-present: providing city attorney and special counsel services.
- **City of Dixon**
2013-present: providing city attorney and special counsel services.
- **City of Fresno**
2013-present: providing special counsel services.
- **City of Newman**
2013-present: providing city attorney and special counsel services.
- **City of Oakdale**
2013-present: providing city attorney and special counsel services, including municipal infraction prosecutions.
- **City of Oakland**
2013-present: providing special counsel services.
- **City of Orange Cove**
2013-2016: providing special counsel services.
- **City of Patterson**
2013-present: providing city attorney and special counsel services.
- **City of Redwood City**
2013-2018: providing special counsel services.
- **City of Riverbank**
2013-present: providing city attorney and special counsel services.
- **City of San Bruno**
2013-2016: providing general and special counsel services.

- **City of Santa Clara**
2017-present: providing special counsel services.
- **City of Sonora**
2016-present: providing city attorney and special counsel services.
- **City of Suisun City**
2017-present: providing special counsel services.
- **City of Turlock**
2019-2021: providing city attorney and special counsel services.
- **Del Paso Manor Water District**
2019-present: providing general counsel and special counsel services.
- **Georgetown Divide Public Utility District**
2013-present: providing general counsel and special counsel services.
- **Grizzly Flats Community Services District**
2014-present: providing general counsel and special counsel services.
- **Knighten Town Community Services District**
2019-present: providing general counsel services
- **Los Rios Community College District**
2017-present: providing general and special counsel services.
- **Marina Coast Water District**
2013-present: providing special counsel services.
- **Merced Irrigation District**
2013-present: providing special counsel services.
- **Nevada Irrigation District**
2017-2021: providing special counsel services.
- **North Yuba Water District**
2017-2021: providing general counsel and special counsel services.
- **Port of Oakland**
2018: provided administrative hearing officer services
- **Reclamation District 799**
2016-present: providing general counsel and special counsel services.
- **Rio Linda-Elverta Community Water District**
2013-present: providing general counsel and special counsel services.
- **Riverbank Local Redevelopment Authority**
2013-present: providing general counsel and special counsel services.
- **San Miguel Community Services District**
2015-present: providing general counsel and special counsel services.
- **Westley Community Services District**
2014-present: providing general counsel services.

Dismissals, Non-Renewed Agreements

Neither the Firm, nor any of the proposed attorneys, have been dismissed, fired, or had agreements not renewed within the last five years.

Potential Conflicts of Interest

White Brenner maintains a comprehensive database on client representation. Prior to accepting any representation, the database is accessed to determine whether there are any existing conflicts. Additionally, each attorney is separately e-mailed a description of the proposed representation and asked to comment on any potential conflicts. A preliminary conflict check was conducted which indicated that there are no current conflicts with our representation of the District.

At this time, the Firm does not foresee any potential conflicts of interest that may arise with representing the District. Neither White Brenner, nor any of our attorneys, has represented any entity or individual with an interest adverse to the District, its Board of Directors, its staff, or any of the boards, agencies, commissions, or organizations to which the District belongs. Nor does the Firm have any known former or current clients within the boundaries of the District. Should the Firm become aware of a potential conflict of interest, the District would be notified immediately, and the Firm would assist the District in coordinating professional advice or outside legal counsel that best suits the District's needs.

Actual or Perceived Conflicts

White Brenner LLP and its employees, to the best of the Firm's knowledge, have not made any political contributions of money, in-kind services, or loans to any member of the District's Board within the last five years.

Maintained Insurance

White Brenner currently maintains general liability insurance of \$2,000,000 per occurrence and \$4,000,000 aggregate, automobile, workers compensation of \$2,000,000 per occurrence, and errors and omission insurance of \$1,000,000 per occurrence and \$3,000,000 to comply with District requirements.

Additional Services

In-Service Training

As a complimentary service to our clients, and to keep them in full compliance with the law, the Firm regularly coordinates and schedules mandated trainings, covering topics such as AB 1234, AB 1825, and AB 1661. We also offer trainings on the Ralph M. Brown Act, the Public Records Act, Robert's Rules of Order and parliamentary procedures, mandated reporter requirements, CEQA compliance, Proposition 218, legislative updates, and many other topics that may be of interest to the City. In conjunction with these trainings, the Firm frequently publishes other resources, such as the Brown Act Pocket Guide and an annual Legislative, Legal, and Initiative Update, which serve as handy reference material for clients.

Capitol Lobbying Services

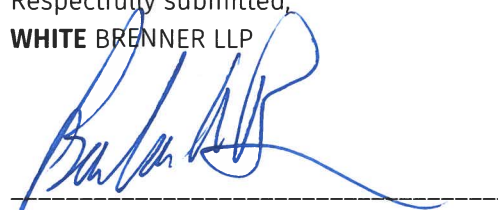
White Brenner stands out from others by providing in-house legislative and governmental affairs services for private and municipal clients. The Firm is ideally positioned to provide exceptional government relations, lobbying, and political and public law representation to its clients. Randy Pollack, one of the Firm's partners, has over 25 years of experience working in and around the State Capitol as a legislative advocate. As a former chief consultant and chief of staff to an Assemblymember, Mr. Pollack has well established relationships with legislators and staff of both parties, which are instrumental in laying a foundation for effective representation for our clients. In addition to Mr. Pollack, several of the Firm's attorneys and staff members are also registered lobbyists. As such, the Firm offers lobbying registration and basic lobbying services for no additional charge. These services include bill monitoring and custom updates and presentations as requested.

Conclusion

White Brenner is excited about this opportunity, and we welcome the opportunity to provide legal counsel services to the Georgetown Divide Public Utility District. We encourage the District to focus on our qualifications and our commitment to the provision of quality legal services and exceptional service, as well as our ability to offer these services at the most cost-effective rates available. We hope that you will strongly consider offering our Firm the opportunity to interview with the District so we can discuss our qualifications and experience in more detail.

Thank you for your consideration. If you require any additional information, please contact me at 916.468.0950 or at barbara@whitebrennerllp.com.

Respectfully submitted,
WHITE BRENNER LLP



Barbara A. Brenner
Partner



Douglas L. White

Managing Partner

D 916.468.0947

doug@whitebrennerllp.com

EDUCATION

J.D., University of the Pacific,
McGeorge School of Law

B.A., University of California,
Davis

CA Bar Admission Date: 5/2000

Bar No. 206705

As a founding and managing partner of White Brenner LLP, Doug White has set himself apart as a widely respected thought leader and legal practitioner. Doug's "clients first" approach is focused in the areas of real estate, land use, municipal law and litigation. His diverse groups of clients range from cities, counties, special districts, and other public agencies to private developers, builders, lenders, professional associations, unions and business owners. Doug has vast experience in land use entitlements and project approvals, CEQA and NEPA, real estate contracts and commercial transactions, leasing, building and project certifications, project financing, eminent domain, public contracting and regulatory and governmental affairs.

Doug currently serves as the City Attorney for the cities of Angels Camp, Dixon, and Sonora, as well as Deputy City Attorney for the cities of Oakdale, Riverbank, Patterson, and Ceres, and is also special counsel for a number of other cities. Doug also serves as General Counsel to San Miguel Community Services District and Knightsen Town Community Services District. As both a City Attorney and General Counsel, he advises public entities and officials on issues pertaining to the Brown Act, Political Reform Act, Public Records Act, public contracting, code enforcement, and other municipal and public law matters. In addition to his municipal work, Doug has also successfully represented his public and private clients in high-profile litigation matters and has obtained favorable judgments and settlements.

Prior to forming White Brenner, Doug served as legal counsel and Vice President of Government Affairs for the California Bankers Association as well as legal staff for the Fair Political Practices Commission. Doug also benefits from his extensive political experience as Chief of Staff, Legislative Director and consultant to various elected officials, including former Congressman Dennis Cardoza and former State Superintendent of Public Instruction Jack O'Connell.

Doug has been recognized as one of the leading attorneys in the United States on issues related to renewable energy and sustainability and has been named by the *California Real Estate Journal* as one of California's Green Leaders. He has been selected as a Northern California Super Lawyer by *Super Lawyers Magazine* and been featured as a speaker and moderator at state and national conferences. Doug is an AV Rated attorney by Martindale-Hubbell and has been

honored by his peers as Best of the Bar by the *Sacramento Business Journal* every year since 2014.

Doug is not only an innovative leader in his field, but also in the office. As managing partner, he leads by example, incorporating his business experience and technological know-how into ensuring White Brenner remains at the forefront in providing exceptional legal services to its clients.

Significant Projects and Representations:

- As the City Attorney, represents the cities of Angels Camp, Dixon, and Sonora in all municipal and legal matters
- Deputy City Attorney for the cities of Ceres, Oakdale, Patterson, and Riverbank
- Facilitated the development of the Restoration Hardware distribution center in the City of Patterson, which is expected to generate over 350 new jobs for the City
- Guided the City of Patterson's efforts in processing the necessary city approvals for a project consisting of a 120-acre business park, expected to bring over 1,000 new jobs to the City
- Responsible for the planning of a 1,100 acre industrial and commercial business park for the City of Patterson
- Assists cities in the preparation and evaluation of general and specific plan updates and adoptions
- Represented the City of Riverbank in CEQA litigation, resulting in a \$4M settlement for the city
- Successfully mediated and settled litigation cases on behalf of both private and public clients

Professional Honors and Activities:

- Member, California State Bar, Real Estate and Environmental Sections
- Member, Sacramento County Bar Association

- Selected by his peers for inclusion in *The Best Lawyers™ in America* 2021 Edition, Real Estate Law
- Northern California Super Lawyer
- Top Lawyer, *Sacramento Magazine*



Nubia I. Goldstein

Partner

D 916.468.0946

nubia@whitebrennerllp.com

EDUCATION

J.D., University of the Pacific,
McGeorge School of Law

B.A., California State University,
Sacramento

CA Bar Admission Date: 12/2010

Bar No. 272305

LANGUAGES

Spanish (fluent)

If Nubia Goldstein's career seems perfectly tailored towards municipal law, that's because it is. From majoring in Government at California State University, Sacramento to choosing Public Law and Policy as her academic focus at the University of the Pacific, McGeorge School of Law, Nubia has developed a background in politics and policy that continually influences her diverse public agency work today.

As part of the White Brenner LLP team, Nubia's areas of practice include real estate and land use, litigation, eminent domain and legislative advocacy. Nubia serves as City Attorney for the cities of Newman and Patterson and Deputy City Attorney to the cities of Angels Camp, Dixon, and Sonora, as well as General Counsel to the California Electronic Recording Transaction Network Authority (CeRTNA). She advises White Brenner LLP's municipal and special district clients on issues related to the Brown Act, conflicts of interest, election law and land use matters. She represents the firm's public and private clients in all stages of litigation, mediation and alternative dispute resolution. She is a member of the Public Law section of the California State Bar, a member of the Hispanic National Bar Association, and a registered lobbyist.

Before entering law school, Nubia gained both legislative experience working at the Capitol for a California Assemblywoman and political know-how while working on local election campaigns. The time spent staffing bills and communicating with constituents and lobbyists naturally carried over to her desire to practice law. While at McGeorge, Nubia participated in several student organizations and served as President and Executive Chair of McGeorge's Public Legal Services Society. In addition to graduating with distinction, she earned the Witkin Award for Excellence in two courses, was admitted to the Traynor Honor Society, and received the Outstanding Student service Award for her significant contributions to the McGeorge community.

Outside of her academic honors, Nubia built upon her governmental relations and legal experience at the California Attorney General's Office, Fair Political Practices Commission, and the Department of Fair Employment and Housing. She also previously worked in the Civil Law and Motion Department of the Sacramento County Superior Court. The accumulation of all of these experiences naturally drew Nubia towards municipal law as an intersection of politics, policy, and law.

Significant Projects and Representations:

- Representing the City of Patterson in all aspects of litigation with local developers
- Representing local business owners in obtaining entitlements for emerging industries
- Advising public agency clients in evaluating compliance with California and federal election laws
- Represented the City of Patterson in litigation regarding environmental and permit conditions related to storm drainage
- Assisting the City of Newman in developing an urban growth boundary
- Representing solar developers in obtaining entitlements and drafting contracts related to large-scale photovoltaic systems
- Represented the City of Riverbank in CEQA litigation, resulting in a \$4M settlement for the city

Professional Honors and Activities:

- Member, Hispanic National Bar Association
- Registered Lobbyist
- President and Executive Chair of McGeorge's Public Legal Services Society
- Recipient of the Witkin Award for Excellence
- Member of the Traynor Honor Society
- Recipient, Outstanding Student Service Award
- Contributor and reviewer, California Municipal Law Handbook
- Contributor and reviewer, California Special District Association's Sample Policy Handbook
- Selected for inclusion as a Super Lawyers Rising Star

- Best of the Bar, *Sacramento Business Journal*
- Top Lawyers, *Sacramento Magazine*
- Selected Participant, Latina Commission 2017 Leadership Academy, Hispanic National Bar Association
- Designated National Institute for Trial Advocacy Training (NITA) Advocate



Barbara A. Brenner
Partner

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EDUCATION

L.L.M., Pace University School of Law

J.D., University of the Pacific,
McGeorge School of Law

B.A., Sonoma State University

CA Bar Admission Date: 12/1989

Bar No. 142222

Barbara A. Brenner is a partner of White Brenner LLP with extensive experience in the areas of natural resources, environmental, land use, energy and municipal law. Prior to joining White Brenner, Barbara was formerly a partner at Stoel Rives LLP, practicing in their natural resources and environmental group as well as land use. As a leader of the White Brenner team, Barbara advises public and private clients in permitting, regulatory compliance, transactional and litigation matters involving water resources, water quality, endangered species, land use, energy, eminent domain and general municipal matters.

In the area of water resources, Barbara has extensive experience with the protection and acquisition of water resources, water contract interpretation and negotiations, water supply planning and assessments, aquifer storage and recovery, water transfers and water quality. Barbara's in-depth experience in water law allows her to represent water districts and other purveyors, growers, ranchers, and other rural landowners, as well as various industry clients, including those involved in the agricultural, timber, renewable energy, and land use and development sectors that are addressing California's myriad of water supply and quality challenges.

Within her natural resources practice, Barbara assists clients with the state and federal Endangered Species Acts, wetlands, land conservation permitting, and related litigation. She has assisted private and public interests with the evaluation of Habitat Conservation Plans, Natural Community Conservation Plans, Biological Opinion consultations, California Incidental Take Permits, 404 individual permits, timber harvest plans, and conservation easements.

Barbara's land use practice includes representing private land owners, developers, and public agencies in matters involving local government planning and zoning, Coastal Act permitting, CEQA and NEPA compliance, Clean Water Act compliance, land development strategy, eminent domain and related litigation.

Barbara's municipal practice includes serving as general and special counsel to special districts, joint power agencies, cities, and counties. Barbara regularly advises on compliance with the Brown Act, Public Records Act, Public Contract Code, as well as various other laws impacting public agencies.

Significant Projects and Representations:

- Lead counsel for an irrigation district through the federal and state entitlements for the development of a water banking project, including state and federal endangered species consultation
- Assisting a biomass project through the land use permit approval process involving CEQA compliance and air permitting including subsequent legal challenges to the favorable permits obtained
- Represented a private enterprise in the development of a unique water project in Northern California involving a number of regulatory agencies, permits, administrative hearings, and litigation (CalFed In-Delta Storage Project)
- Represented City in its damage claim resulting from California Department of Fish and Game's pike eradication program at Lake Davis
- Special Counsel to City for conjunctive use program
- Lead endangered species counsel for a variety of solar and wind projects

Professional Honors and Activities:

- Member, American Bar Association, Natural Resources, Environmental and Litigation Sections, 1984-Present
- Member, Agribusiness Subcommittee Business Law Section, State Bar of California, 2011-Present
- Member, Referendum Review Committee, California Women Lawyers
- Member, Legal Committee, Association of California Water Agencies, 2010-2012
- Member, Federal Committee, Association of California Water Agencies, 2007-2009
- Member, California Building Industry Association
- Member, American Council of Engineers of California, Water Resources and Land Use Planning Committees

- Board Member, Placer Land Trust
- Selected by her peers for inclusion in *The Best Lawyers™ in America* 2018-2021 Editions, Environmental Law and Natural Resources Law
- Northern California Super Lawyer
- Martindale-Hubbell® DistinguishedSM Rated
- Top Lawyers, *Sacramento Magazine*



Randy Pollack

Partner

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EDUCATION

J.D., University of the Pacific,
McGeorge School of Law

B.A., State University of
New York, Buffalo

MEMBERSHIPS

State Bar of California, 1987

New York State Bar, 1988

Randy Pollack specializes in developing and directing government and regulatory affairs strategies through lobbying, political grassroots, public relations efforts and organizing industry coalitions. He regularly represents businesses and trade associations before the California Legislature, the executive branch and state agencies.

Randy has served as the lead lobbyist on issues involving chemical policy, dietary supplements, consumer packaging, cosmetics, privacy, financial, education and agricultural issues. Additionally, he has extensive knowledge in working with the California Department of Food & Agriculture, Cal-EPA, Department of Health Services, Consumer Services Agency and various other agencies to resolve issues on behalf of his clients. In a November 2009 survey, California Legislators voted Randy as the “Most Underrated Lobbyist” working at the Capitol—a testament to the effective and pragmatic approach he employs on behalf of his clients.

Before joining White Brenner LLP, Randy established his own company focusing on legislative and regulatory affairs. Prior to that, Randy was a shareholder of a national law firm where he directed legislative and regulatory strategies for Fortune 500 companies and trade associations. Randy’s 25 years of government experience include serving as Chief Deputy Legal Affairs Secretary to former Governor George Deukmejian, where he counseled the Governor and senior staff on a variety of legal, public policy and legislative issues. As chief consultant to the Assembly of Agriculture Committee, he oversaw issues affecting California’s \$20 billion agricultural industry. In addition, Randy served as legal advisor to the California Public Employment Relations Board.

Significant Projects and Representations:

- Represented dietary supplement companies in defeating legislation that would have placed onerous requirements on dietary supplement manufacturers to place on the label the country of origin of every ingredient.
- Represented a trade association in passing legislation that will make it easier for self-storage facility operators to run their businesses more effectively and efficiently by streamlining procedures in the operation of their businesses.

- Represented a California direct seller in passing legislation that makes it easier for companies who are exporting products to other countries to obtain approval by the California Department of Public Health in an expedited manner.
- Represented a data management company in defeating legislation that would have made it difficult for businesses to market consumers through online ads.



Elisabeth L. White

Partner

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EDUCATION

J.D., University of the Pacific,
McGeorge School of Law

B.A., University of California,
Santa Barbara

CA Bar Admission Date: 6/2008

Bar No. 256966

Elisabeth L. White is a partner with White Brenner LLP whose practice focuses on issues related to healthcare law, administrative law, and government affairs. As a registered lobbyist, Elisabeth has assisted a wide variety of both public agencies and private companies. Her experience as an attorney sets her apart as a lobbyist, providing her with a thorough understanding into the nuances of legislation and the language of a bill.

Prior to joining White Brenner LLP, Elisabeth lobbied on behalf of Costco Wholesale, the California Construction Trucking Association, West Basin Municipal Water District, the City of La Canada Flintridge, and the San Diego Association of Governments (SANDAG). In particular, Elisabeth represented the City of Inglewood and advocated on their behalf before the California State Legislature. A significant project of impact involved working with Southern California water agencies and other Southern California cities to successfully oppose the City and its residents from being charged additional money for the water they were receiving.

Apart from lobbying, Elisabeth also advises clients on issues related to healthcare compliance, State licensing and certification, Medicare certification, Medicare and Medi-Cal enrollment and complex healthcare agreements. She also advises clients on, among other things, required governmental filings (e.g., Statement of Economic Interests) and political law issues including committee and campaign reporting.

Elisabeth has represented large hospital systems, foundations and physician groups. She has also worked in an in-house setting as a law clerk for both UC Davis Health System and Dignity Health. As a legislative advocate, she advanced the interests and priorities of healthcare organizations, Southern California cities, large corporations and special interest associations before the State Legislature. Elisabeth is a member of the American Health Lawyers Association and the California Society for Health Care Attorneys. She was named a 2015, 2016 and 2017 Rising Star by *Super Lawyers Magazine* in the areas of Government Relations, State, Local & Municipal Law, and Health Care. In her time away from the office, Elisabeth stays very active chasing her twin daughters and son (all age five and under).

Significant Projects and Representations:

- Worked with a team of attorneys and regulatory specialists for a major health organization to accomplish a change of ownership with applications pending before the California and Federal Administration including the Department of Public Health, Board of Pharmacy, Medi-Cal, Department of Social Services and many others
- Actively tracked legislation and lobbyist dealings related to all rail issues, in order to catch key California transportation and regional growth issues for the San Diego Association of Governments.
- As part of a coalition of Los Angeles County water agencies, and representative of the City of Inglewood, successfully blocked legislation to raise water rates
- Assisted the California Construction Trucking Association with a variety of administrative issues, including wage and hour regulations.

Professional Honors and Activities:

- Super Lawyers Rising Star
- Registered Lobbyist
- Member, American Health Lawyers Association
- Member, California Society for Health Care
- Attorney, DL White Law Group
- Law Clerk, UC Davis Health System
- Law Clerk, Dignity Health (formerly CHW)
- J.D., University of the Pacific, McGeorge School of Law
- B.A., University of California, Santa Barbara



Tom Hallinan
Partner

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EDUCATION

J.D., Lincoln Law School of
Sacramento

B.A., California State University,
Fresno

CA Bar Admission Date: 6/1994

Bar No. 170196

Tom Hallinan brings extensive, and a career's worth, of municipal knowledge to the White Brenner team. Tom currently represents the communities of Empire, Grayson, Oakdale, Riverbank, and Ceres as City Attorney and Special District General Counsel. As such, he is experienced in providing legal advice on the Brown Act, Political Reform Act, Public Records Act, contracts and procurement, and all phases of real property development including public finance. He also prosecutes all municipal code violations.

A 20-year member of the Central Valley City Attorney's Association, Tom is also active in the League of California Cities' City Attorney Department, where he has served as the Department's representative to the Annual Conference Planning Committee and on the Transportation, Communication and Public Works Committee. He was recently appointed as the Central Valley representative to the League's Legal Advocacy Committee.

Tom is an elected member of the Yosemite Community College District Board of Trustees, where he is currently serving his fifth four-year term. He also serves on the Stanislaus-Ceres Oversight Board of the former Redevelopment Agency, and the Stanislaus County Assessment Appeals Board. Hallinan has served as a Governor's appointee to the 38th District Agricultural Association, and on numerous local non-profit boards and commissions. In 2015, Tom was appointed to the California Law Revision Commission by Governor Brown. He has also served as an appointed member of the Gaming Policy Advisory Committee of the California Gambling Control Commission.

Prior to joining White Brenner LLP, Tom worked in the California Legislature, and for the State of California, Department of Toxic Substances Control, and the U.S. Attorney's Office.

Having served for two decades as both an elected official; and federal, state, county and city appointee, Tom is knowledgeable of and works well with all government agencies.

Significant Projects and Representations:

- As City Attorney, represents the cities of Oakdale, Riverbank, and Ceres in all municipal and legal matters
- Represented the City of Oakdale in preparing and evaluating general and specific plan updates for development projects
- Advises cities on Prop 218 matters and negotiates related franchise agreements
- Represented the City of Patterson in land use and City code matters in order to expedite economic development projects, such as the Restoration Hardware distribution center

Professional Honors and Activities:

- Member, Gaming Policy Advisory Committee or the California Gambling Control Commission
- Chairperson, California Law Revision Commission
- Governor's appointee, 38th District Agricultural Association
- Board Member, Stanislaus County Assessment Appeals Board
- Board Member, Stanislaus-Ceres Oversight Board of the former Redevelopment Agency
- Elected member, Yosemite Community College District Board of Trustees
- Central Valley representative, League of California Cities' Legal Advocacy Committee
- Member, Central Valley City Attorney's Association
- Northern California Super Lawyer
- Top Lawyers, *Sacramento Magazine*



Kerry Fuller
Attorney

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EDUCATION

J.D., University of California, Davis
School of Law

B.A., University of California,
Santa Barbara

CA Bar Admission Date: 12/2013

Bar No. 292466

Kerry Fuller's exposure to California's complex water system started early. Due to her father's work as an engineer for a water agency in the San Bernardino Valley, Kerry became fascinated with the vast web of infrastructure and accompanying laws and agreements that govern California's water.

Her practice now focuses on public, water, land use, environmental and political law. She currently serves as Deputy City Attorney to the City of Newman, Deputy General Counsel to Del Paso Manor Water District, Rio Linda-Elverta Community Water District, North Yuba Water District, Georgetown Divide Public Utility District, and Reclamation District 799, as well as advises the firm's other public agency clients on a variety of matters including the Brown Act, Public Records Act and Political Reform Act.

After graduating from the University of California, Santa Barbara with degrees in Political Science and Psychology, Kerry spent several years working in Washington D.C. for Hillary Clinton's 2008 presidential primary campaign, as well as for Defenders of Wildlife, an environmental nonprofit. It was there, encouraged by her mentors and still fascinated by California's water system, that Kerry became inspired to become a lawyer. As a result, Kerry returned to California, where she graduated from the University of California, Davis with her Juris Doctor. While in law school, Kerry worked as a law clerk at the California Attorney General's Office in the Environment, Land Law, and Natural Resources Section and continued to explore her interest in water by taking classes focusing on water law and ocean and coastal laws. She also served as an Executive Editor of UC Davis' environmental journal, *Environs*, and was selected for a Michael H. Remy Scholarship to attend the 2012 Environmental Law Conference at Yosemite.

From inspiration to actuality, Kerry now flexes her decision-making and problem-solving skills as a member of the White Brenner team. Kerry belongs to the Public Law and Environmental Law Sections of the California State Bar, and channels all of her experiences into her municipal, water, and environmental practices.

Significant Projects and Representations:

- Assisting private clients with Clean Water Act compliance and permitting
- Representing a municipal client in a quiet title action regarding groundwater rights
- Drafting a number of alerts regarding developments in the water arena, including the ongoing drought response, the adoption and implementation of the Sustainable Groundwater Management Act, and newly adopted laws and regulations effecting water purveyors state-wide
- Drafting ordinances that were successfully adopted in several California cities with topics including limiting the sale and use of e-cigarettes, establishing rules regarding city-owned skate park use, and noise control regulations

Professional Honors and Activities:

- Super Lawyers Rising Star, Environmental
- Top Lawyers, *Sacramento Magazine*
- Member, California Political Attorneys Association
- Member of the California State Bar, Public Law and Environmental Law sections
- Law clerk at the California Attorney General's Office; Environment, Land Law, and Natural Resources Sections
- Intern for California Assembly Member, Anthony Rendon
- Recipient of Michael H. Remy Scholarship to attend the 2012 Environmental Law Conference at Yosemite
- Executive Editor, *Environs*, UC Davis' environmental journal



Debra Hinshaw Vierra
Of Counsel

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EDUCATION

J.D., Santa Clara University,
School of Law

B.A., University of California,
Santa Barbara

CA Bar Admission Date: 12/1983

Bar No. 110672

With over 20 years of employment law experience, Debra Hinshaw Vierra is a recognized and trusted source of advice to human resources professionals and public and private employers all over the state. Her extensive experience includes representing employers in collective bargaining negotiations and arbitrations; unfair labor practice and representation proceedings; and all types of employment discrimination and harassment proceedings, from mediation and administrative proceedings through litigation. She also advises both public and private clients on disability accommodation, family and medical leave issues, personnel policies, and employment agreements.

One of the key components of Deb's practice is her exhaustive experience in conducting workplace investigations. Throughout her career, she has conducted over 250 workplace investigations, an area where she excels not only on her knowledge of the law, but on her critical thinking, research, and communications skills. As a result, Deb has been retained by both private and public entities to advise on in-house investigations, as well as to conduct neutral third-party investigations. The range of claims that she has investigated include claims of harassment, discrimination and retaliation; failure to investigate; failure to reasonably accommodate; theft and destruction of Company trade secrets and other company property; ethical violations; actual and threatened workplace violence; and, other violations of employer policies and practices. Her background and training ensures thorough investigations and sound conclusions supported by the evidence.

Prior to joining White Brenner, Deb served as Of Counsel at Cook Brown LLP, as a shareholder at Littler Mendelson, the nation's largest labor and employment firm, and was a founding partner of Employment Law Counsel, LLP.

As a noted expert in her practice, Deb is often asked to author, teach, and lecture on employment law matters, and is frequently called upon to provide expert testimony on the adequacy of workplace investigations. She also provides customized workplace training for both managerial and non-managerial staff on subjects such as sexual harassment, discrimination, and management practices.

Deb is admitted to practice before all California state courts and all U.S. District Courts in the State of California.

Significant Projects and Representations:

- Provides advice and counsel, training on management practices, and harassment, discrimination and diversity awareness for private and public associations, public agencies, local governments, and companies in a wide range of industries, including construction, manufacturing, restaurant, service, and banking
- Negotiated collective bargaining agreements for healthcare, food processing, manufacturing, and mining industry clients
- Successfully guided companies in the food processing, healthcare, manufacturing, entertainment, and wine industries through union organizing attempts
- Investigated student and employee complaints of discrimination and harassment in several school districts
- Represented elected officials during investigations into alleged misconduct
- Conducted a department-wide sexual harassment, discrimination, retaliation, and bullying investigation for several California counties
- Conducted an agency-wide harassment and retaliation investigation for a California special district
- Conducted a department-wide investigation involving pregnancy, age, gender, and sexual discrimination and harassment claims, as well as employee theft claims, for a California special district

Professional Honors and Activities:

- Sustaining Member, AOWI (Association of Workplace Investigators)
- Member, AOWI Seminar Committee
- Member, AOWI Local Circle
- Member, California State Bar Association, Labor and Employment Section
- Northern California Super Lawyer

- Judicial Clerk to Presiding Justice, California Court of Appeal, 4th District
- Board Member, St. Francis High School Parent Guild
- Assistant Chair, Christian Brothers Auction/Holy Bowl Fundraiser



J. Scott Miller
Of Counsel

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EDUCATION

J.D., Vanderbilt University, School
of Law

B.A., Rhodes College

CA Bar Admission Date: 06/2008

Bar No. 256476

Scott Miller has extensive litigation experience in state and federal courts and at the trial and appellate level. His representation covers a wide a range of areas for public and private clients including employment, commercial matters, toxic tort actions, catastrophic personal injury claims, directors' and officers' liability claims, legal malpractice actions and other professional liability actions involving engineers, insurance brokers and real estate agents. Scott has handled complex matters involving CERCLA, the Clean Water Act, California's Proposition 65, the Hazardous Substances Account Act, and wastewater remediation disputes. Scott has achieved favorable results for his clients through careful analysis of cases and issues presented, strategic planning, extensive preparation, effective writing and argument in the courtroom. At the core of Scott's practice is a strong commitment to understanding the client's goals and working tirelessly to achieve those goals through the most effective means available.

Before joining White Brenner, Scott practiced for several years with defense firms in Los Angeles and Sacramento, gaining experience in all phases of civil litigation practice. Scott handles cases from inception to resolution through dispositive motions, settlement, arbitration, trial, post-judgment proceedings or on appeal. Scott also served as an extern for the Honorable Marvin R. Baxter (retired) of the California Supreme Court.

Scott is also active in professional associations and community organizations, including the Sacramento County Bar Association, American Bar Association's Tort, Trial & Insurance Practice Law Journal Editorial Board, Sacramento Community Concert Association, and as a Vanderbilt University Law School Alumni Interview Program volunteer. Scott has also written for trade publications and treatises on topics including environmental matters, cyber liability, neighbor disputes, and related issues.

A Tennessee native, Scott obtained his undergraduate degree from Rhodes College and Master's degree from the University of Tennessee before heading west to Los Angeles, where he worked in the corporate side of the television industry, for Sony Pictures and the Game Show Network. Scott returned to Tennessee to attend Vanderbilt University for law school. Upon graduation, Scott returned to the West coast eventually landing in Sacramento. Scott enjoys his free time with family amongst the wonderful, wild critters and stunning natural beauty of the Sierra foothills.

Significant Projects and Representations:

- Won summary judgment for client law firm sued by its own client's personal counsel for negligence and breach of fiduciary duty based on the firm's handling of an underlying construction defect matter.
- Won a dismissal and substantial attorney fees award following a successful Anti-SLAPP motion to strike a complaint for abuse of process brought against a family law attorney based on the attorney's handling of underlying child custody proceedings.
- Won a dismissal following successful summary judgment motion on behalf of roofing contractor sued for negligence arising from its work.
- Successfully defended Fortune 500 engineered component manufacturer against occupational toxic tort claim alleged to have caused birth defects, obtaining dismissal with prejudice of all claims.
- Won summary judgment on behalf of a homeowner's insurer in a bad faith action arising from its decision not to provide a defense for personal injury claims arising out of its policy holder's alleged misuse of a snowmobile.
- Successfully obtained, on two separate occasions, the dismissal of a life insurance broker from a professional negligence action based on the broker's handling of a decedent's life insurance application, without any requirement that the broker contribute to a settlement.
- Successfully upheld, on appeal before the Ninth Circuit Court of Appeals, the lower court's grant of summary judgment in favor of a legal malpractice insurer.

Professional Honors and Activities:

- Speaker, California Delegation to the American Bar Association, California State Bar Admission Ceremony, Oakland, California December 7, 2016
- American Bar Association: Tort, Trial and Insurance Practice (TIPS) Section, Fellow (2013-2014); TIPS Law Journal Editorial Board (2014-present); Vice-Chair of Directors & Officers

Liability Committee and Member of Standing Committee on Ethics and Professionalism (2013-2015); ABA Young Lawyers' Division Liaison to ABA Death Penalty Representation Project (2012 -2014); Toxic Tort and Environmental Law Committee

- Attorney Volunteer, Sacramento Office of Education Mock Trial Competition (2015-present)
- Vanderbilt University Law School Admissions Alumni Interview Program (2009 – present)
- Sacramento County Bar Delegation to California Conference of Bar Associations (2015-present)
- Volunteer Judge, National History Day, California State Competition (2015-2016)
- Los Angeles County Bar Association, Trial Advocacy training program (2014)
- President, Sacramento Community Concert Association (2015-present)

Joshua Varinsky
Attorney

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EDUCATION

J.D., University of California,
Davis, School of Law

M.A., University of Southern
California

B.A., Tulane University

CA Bar Admission Date: 12/2019

Bar No. 328951

Joshua Varinsky's traversing of cities, both domestic and abroad, landed him in the fields of land use and municipal law. At White Brenner, Josh focuses on land use and planning matters for the firm's municipal clients. His background in urban planning and public policy helps him tackle regulatory issues affecting all tiers of government. Quickly building experience in areas such as CEQA, general and specific plans, zoning, the Subdivision Map Act, development agreements, public finance, and Local Agency Formation Commissions, Josh's goal to master the world of land use and municipal law is advancing rapidly.

During law school at the University of California, Davis, Josh held internships with the Oakland City Attorney's Office and the California Attorney General's Office. Josh also spent a semester in Washington, D.C., externing in the Rulemaking Division of the Consumer Financial Protection Bureau. For his Master of Urban Planning at the University of Southern California, Josh concentrated in economic development and real estate finance, interning with leading affordable housing and economic development firms.

Josh graduated from Tulane University with majors in political science and Spanish. After college, Josh worked in Texas, Costa Rica, and the Dominican Republic. Eventually, Josh made it to Sacramento, not far from his upbringing in Oakland, where his interest in urban policy naturally sprouted.

When not solving land use and local government puzzles, you can probably find Josh at the golf course or a neighborhood music venue. If you cannot find him, he probably snuck off to New Orleans.

Significant Projects and Representations

- Evaluate local agency CEQA compliance
- Assist city clients in the preparation and evaluation of general and specific plan updates and adoptions
- Draft ordinances and resolutions for development impact fee updates and adoptions
- Advise local agencies through reorganization and annexation proposals
- Devise child passenger policy for motorhome rental company

Professional Honors and Activities:

- Member, California State Bar
- Witkin Award, Local & State Government



Christina M. Pritchard
Law Clerk

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EDUCATION

A.A., MTI College, Paralegal
Studies

Christina Pritchard is the engine who keeps White Brenner LLP running at full steam. Christina has been with White Brenner since just after its inception in 2013. Before joining White Brenner, Christina Pritchard worked on complex civil litigation matters for Downey Brand, McDonough Holland & Allen, and DLA Piper as a paralegal, specializing in health insurance contracts, the Health Insurance Portability and Accountability Act, and hospital system compliance laws. Christina's dedication and diligence has helped White Brenner become one of the most trusted municipal law firms around.

Christina balances legal research, litigation assistance, and management responsibilities. White Brenner is beyond excited for Christina's continued development in the field of law as she now proceeds through law school. Christina has accomplished all of this as a mother of three wonderful children. In her spare time (when not parenting, working, or attending law school), Christina enjoys relaxing with family and friends.

Significant Projects and Representations:

- Assists all new public clients with an audit of their policies and procedures in order to identify areas of improvement or potential updates required to comply with current laws.
- Over 10 years of HIPAA compliance experience, including policy review and preparation, as well as on-site visits to review office composition and identify areas of concern with regard to HIPAA.
- Currently the point-person for all public clients' Public Records Act requests.
- 15 years of litigation experience. Currently oversees litigation staff and procedures.

Professional Honors and Activities:

- Currently enrolled in JD Program at Lincoln Law School of Sacramento (2022)
- Completed the CSDA Special District Board Secretary/Clerk Program (2017)
- Board Member, Sacramento Valley Paralegal Association (2007-2013)

- Advocate, Sacramento Court Appointed Special Advocates (2008-2010)
- Member, Heald College Advisory Board (2009-2015)



Rate Schedule for Georgetown Divide Public Utility District - Legal Counsel Services

October 12, 2022

Presented By:

White Brenner LLP

1414 K Street, 3rd Floor
Sacramento, CA 95814

Telephone: 916.468.0950

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Fee Proposal

Our Firm understands the challenges public agencies face in trying to balance selecting a firm that is the most qualified with the firm that is the most cost-effective. White Brenner combines both of these factors by implementing more cost-effective and efficient systems for delivering high quality legal services in a timely fashion and at an affordable cost. We believe the quality and depth of our experience and expertise is unmatched by any other firm, large or small.

Our Firm will monitor the District's legal expenses and budget on a regular basis. Actively monitoring expenses allows our Firm the ability to work with the Board of Directors and General Manager to proactively address any budgetary concerns and set expectations. Overwhelmingly, our Firm is able to keep legal charges at or below the budgeted amount. However, when adjustments need to be made it is largely due to unforeseen issues such as unexpected litigation. When these unexpected events do occur, the Board of Directors and General Manager are immediately informed and an estimated budget for the unexpected event is created. Most importantly, the Board of Directors and General Manager are put in a position to be able to put together a budgetary plan even when the unexpected happens.

During the interview process, our Firm would welcome the opportunity to discuss a fee structure that would best suit the District's needs. Until then, the Firm proposes the following compensation arrangement. Below is an hourly fee structure for our public clients, which reflect our discounted rates for both General Counsel and Specialized services.

Hourly Billing

The Firm will bill straight by-the-hour for General Counsel legal services based on the current contract with the District. Hourly time is billed in increments of 1/10 of an hour.

General Counsel Legal Services: For General Counsel legal services, the Firm proposes the following hourly rates:

- Partner: \$201
- Of Counsel: \$201
- Senior Associate: \$201
- Associate: \$201
- Law Clerk: \$118
- Paralegal: \$118
- Administrative: No Charge

Examples of General Counsel legal services are as follows:

- Routine legal advice, consultation, and opinions to the District and staff;
- Assistance in the preparation and review of agendas for Board meetings and other special meetings;
- Review of agreements, contracts and related documents, forms, notices, and other documents required by the District;
- Attendance, in-person or via video or teleconferencing, at scheduled Board meetings or other meetings as requested by the Board;
- Routine employment law advice and counsel; and
- Coordinating the work of outside legal counsel as needed and as directed by the Board and General Manager.

Special Counsel & Litigation Legal Services: For Special Counsel legal services, the Firm is proposing the following hourly rates:

- Partner: \$258
- Of Counsel: \$258
- Senior Associate: \$258
- Associate: \$258
- Law Clerk: \$129
- Paralegal: \$129
- Administrative: No charge

Special Counsel legal services will be provided in addition to, and billed separately from, the General Counsel legal services. Special Counsel legal services include all research, preparation, and follow through on various types of specifically requested special service matters including, but not limited to, litigation, water, environmental, and complex labor and employment services, which will be provided at the hourly rates listed above.

Reimbursable Services: Legal services provided to the District for which the District receives reimbursement (i.e., from a developer or other third party), would be billed at the Firm's then current published standard private client rates, minus ten percent (10%). For Reimbursable Services, the Firm is proposing the following hourly rates:

- Partner: \$431 - \$509
- Of Counsel: \$431- \$509
- Senior Associate: \$318 - \$369
- Associate: \$318 - \$369
- Law Clerk: \$205
- Paralegal: \$205
- Administrative: No Charge

The Firm does not charge for administrative professionals.

Reimbursements and Expenses

The Firm makes no separate charge for secretarial or other administrative charges. Our fees include all routine word processing, secretarial, and office costs associated with the provision of legal services.

Reimbursement of costs advanced by us on behalf of the District, as well as other expenses, will be billed in addition to the amount billed for fees. These currently include, but are not limited to, automobile mileage at the authorized IRS rate, actual expenses away from our office on District business, long distance telephone calls, extraordinary photocopy charges at \$0.20/page, and any costs of producing or reproducing photographs, documents, and other items necessary for legal representation.

Travel Billed to the District

The Firm normally charges actual attorney travel time and mileage when our physical presence is requested. In order to save the District on costs related to travel, we would appear at regular meetings virtually and suggest in person attendance once every quarter, unless in person presence is requested. Automobile mileage will be charged at the authorized IRS rate.

Monthly Itemized Billing

White Brenner will provide the District with detailed monthly invoices for legal services performed and expenses incurred. Each monthly invoice reflects both fees for services rendered through the end of the prior month, as well as expenses incurred on the District's behalf that have been processed by the end of the prior month. Processing of some expenses may be delayed until the next month and billed thereafter. Fees are not contingent upon any aspect of the matter.

Our invoices for hourly services reflect the activity of each billing professional (attorney/clerk/paralegal) in detail as to the date, amount of time, nature of work performed, and cost. The invoices provide sufficient detail to track reimbursable legal expenses.

The Firm can accept payment via check, ACH transfer, or credit card. However, please note that a 3.75 percent processing fee is attached to payments submitted via credit card by the third-party vendor. Payment is due within thirty (30) days after the date of our invoice.

Rate Increases

The Firm's rates may be adjusted annually according to All Urban San Francisco-Oakland-Hayward Consumer Price Index ("CPI").