



Qualifications to Provide
Legal Counsel Services

Presented to:
**Georgetown Divide Public
Utility District**
January 11, 2023

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Please note that per the RFP instructions, Section 3, Rate Schedule has been submitted as a separate attachment.

I. COVER LETTER

January 11, 2023

DELIVERY VIA FEDERAL EXPRESS

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

Re: Request for Qualifications for Legal Counsel Services

Dear Sir or Madam,

On behalf of Best Best & Krieger LLP (BB&K), I am pleased to present this proposal to provide legal counsel services to the Georgetown Divide Public Utility District (GDPUD, or District). BB&K's proposed team has the ideal resources and experience to serve the GDPUD.

Focused Legal Counsel. At BB&K, we support the District's mission to provide reliable water supplies; ensure high quality drinking water; promote stewardship to protect community resources, public health and quality of life; provide excellent and responsive customer services through dedicated and valued staff; and ensure fiscal responsibility and accountability are observed by balancing immediate and long-term needs.

We will help GDPUD accomplish its goals by providing full service general counsel legal services based on our expertise in all aspects of government law. Our practice is focused on serving as general counsel and special counsel to public agencies, including special districts responsible for water and wastewater management, throughout California. Because of our experience, we understand the complex and challenging legal issues facing public agencies such as GDPUD and we are well qualified to provide comprehensive and cost-effective legal services.

Established Experience. Established in 1891, BB&K has provided legal services to cities, counties, special districts, joint powers authorities, and other public agencies for 131 years. Our attorneys currently represent more than 800 special districts as general or special counsel. As a nationally recognized leader in water, wastewater and special district law, we efficiently, intelligently, and meaningfully assist our public agency clients with complex, multi-disciplinary issues.

Full-Service Firm. BB&K is a full-service law firm with nearly 250 attorneys working in eight California offices, one office in Washington D.C. and one office in Bend, Oregon, delivering effective, timely, and service-oriented solutions to complex legal issues facing public agencies, businesses, and individuals. BB&K has established a reputation as California's preeminent public agency law firm providing comprehensive services on every legal issue that may be encountered by a public agency.

Effective Communication. Communication is the cornerstone of our legal services. First and foremost, our goals are to understand the District's expectations and needs, provide timely and

Proposal to GEORGETOWN DIVIDE PUBLIC UTILITY DISTRICT

accurate responses to the District's requests, anticipate and identify any potential legal pitfalls, and cultivate an effective and efficient working relationship. BB&K attorneys are always available and accessible to accommodate client needs, and we understand that time-sensitive demands require special attention.

BB&K proposes that Frank A. Splendorio serve as General Counsel for GDPUD. He will be the primary contact for general counsel services and coordinate special counsel services as requested, and he has the authority to negotiate and contractually bind BB&K. His contact information is as follows:

Name of Proposing Firm:	Best Best & Krieger, LLP
Primary Contact:	Frank A. Splendorio
Mailing and Physical Address (same):	Best Best & Krieger, LLP 500 Capitol Mall, Suite 1700 Sacramento, CA 95814
Telephone Number:	(916) 551-2086
Email Address:	frank.splendorio@bbkllaw.com

We appreciate your consideration of our proposal. This proposal is binding for a 90-day period from the proposal submission date. We are unaware of any potential conflicts of interest that would limit our ability to provide the requested services. Please let us know if we can answer any questions. We look forward to further discussing our proposal with GDPUD.

Sincerely,



Frank A. Splendorio
of BEST BEST & KRIEGER LLP

II. RELEVANT EXPERIENCE AND REFERENCES

A. RFQ Contact Information

BB&K proposes that Frank A. Splendorio serve as General Counsel for GDPUD. He will be the primary contact for general counsel services and coordinate special counsel services as requested, and he has the authority to negotiate and contractually bind BB&K.

As a resident of El Dorado County, Frank's base of operation is in the Sacramento office, and serves as City Attorney and General Counsel for rural and agricultural public agencies, who share similar values and face similar challenges regarding limited revenue and increasing lack of local control, and understands the concerns, and issues most important to small agencies in the region.

His contact information is as follows:

Name of Proposing Firm:	Best Best & Krieger, LLP
Primary Contact:	Frank A. Splendorio
Mailing and Physical Address (same):	Best Best & Krieger, LLP 500 Capitol Mall, Suite 1700 Sacramento, CA 95814
Telephone Number:	(916) 551-2086
Email Address:	frank.splendorio@bbklaw.com

B. Introductory Description of Services Offered

BB&K is a limited liability partnership that has been in business for more than 131 years. We deliver effective, timely and service-oriented solutions to complex legal issues facing cities, public agencies, businesses and individuals across the U.S. and internationally.

Our large public agency practice means that we work in the public interest and on many of the most challenging issues our society faces today. A nationally recognized leader in Municipal and Environmental law, we efficiently, intelligently and meaningfully assist our public agency clients with complex, multi-disciplinary issues and provide creative solutions. Our experienced advocates in California and at the national level help our clients navigate the ever-changing regulatory, policy and legislative challenges they face. We give our clients a voice where it matters to help influence policy and secure the much needed and scarce funding that allows progress to happen.

As we have all come to learn in the last several years, the world in front of us is radically different from everything behind us. We are living through a period of transition and uncertainty. In uncharted territory, adaption is everything. We envision being strategic partner and not limiting our role to a traditional, react and respond modal. Our objective is to provide cost-effective, sophisticated and strategic legal support to your organization. We strive to be nimble, innovative and solutions-oriented in our delivery of legal services.

Ralph M. Brown Act Compliance

The proposed team has extensive experience advising clients on the interpretation and application of the Brown Act. Advice often pertains to the following:

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

BB&K attorneys played an integral role in preparing the League of California Cities' seminal publication on open meeting laws, *Open and Public*. We defend challenges to our clients' compliance with the Brown Act.

California Public Records Act

BB&K attorneys counsel clients on all aspects of California's Public Records Act (CPRA). We routinely brief our clients on pertinent pending legislation and cases. With the emergence of new technology, we regularly advise clients regarding the use of email, records retention, and the public's right to access electronic information. We often speak at seminars and workshops about updates to the CPRA and email and technology issues.

The CPRA was adopted to foster transparency, accountability and greater public access to government records. While these are all worthy goals, complying with records requests can be complicated, costly and time consuming. This is especially true with increasing amounts of data being stored, accessed and shared on both public and private devices. Public agencies must wade through large amounts of data, determine disclosability and exemptions under the PRA, all while respecting privacy rights and responding within a reasonable time to records requests. The consequences for not doing this right can be expensive litigation and the requester's attorneys' fees.

Faced with these challenges, local public agencies, including cities, special districts and school districts, rely on BB&K for clear and accurate guidance. With the largest full-service public agency practice in California and a reputation as a leader in the field, BB&K regularly provides hundreds of public agencies throughout the State with timely, strategic advice on all aspects of the PRA.

BB&K is also pleased to offer ARC: Advanced Records Center – a full-service, scalable and responsive resource utilizing experienced legal personnel and leading-edge technology to supplement in-house resources for greater consistency, efficiency and lower litigation liability (or risk). ARC provides comprehensive legal service with cost-effective support for records-related matters including PRA request processing, as well as policy drafting and training.

Always at the forefront on emerging issues, our attorneys and paralegals are leading authorities in public agency and PRA law. Members of our firm were instrumental in helping prepare the League of California Cities' Guide to the California Public Records Act. We speak and write

extensively on legislative changes and legal developments impacting how the PRA is interpreted and applied, and always keep our clients informed. For example, BB&K was one of the first law firms to advise clients on the significant impact of the California Supreme Court's 2017 *City of San Jose* decision regarding disclosure of records stored on personal electronic devices. Through decades of practice, we understand the challenges our public agency clients face and are well prepared with strategies to help streamline the response process and avoid costly pitfalls.

Our services include:

- Helping clients efficiently locate, review and produce hard copy and electronic records while ensuring privacy rights are respected
- Evaluating what should be disclosed – and which documents and communications are exempt from disclosure
- Establishing best practices for agency staff members on PRA compliance, access and response protocols, and privacy protection
- Providing clear guidance and assistance in responding to, and fulfilling, records requests
- Drafting determination letters that document the agency response efforts, build public trust and shield the agency from costly litigation
- Keeping our clients current regarding pending legislation and cases, court decisions and significant statutory and regulatory developments
- Providing customized training programs on best practices
- Representing clients' processes before courts to defend their disclosure determinations and claims of exemption
- Consulting with city attorneys on PRA disclosure, litigation and writs
- Guiding clients through the legal provisions affecting police, fire and public education records under the PRA and education statutes

Further, with the emergence of new technologies, we use ARC's certified e-Discovery specialists to regularly advise clients regarding the use of public and private electronic devices, and the public's right to access information, including electronic communications.

Conflict of Interest Code

Facing intense public scrutiny, media attention and regulatory oversight, government entities, public officials and those doing business with the government must do more than simply comply with public integrity standards, applicable laws and regulations. They must command public respect and build trust by promoting integrity, transparency and fairness in all of their dealings.

With decades of experience advising on government relations and ethical considerations, Best Best & Krieger LLP's Government Policy and Public Integrity group provides government policy guidance and compliance counsel to public entities, officials and agency managers, as well as charities, nonprofits and private businesses, including those in regulated industries.

The team includes former prosecutors, government attorneys and regulatory officials who not only possess an insider's perspective of regulatory and legal nuances, but have also earned the respect of government decision makers, enabling us to offer unrivaled representation and advice.

As all levels of government adopt, reexamine and strengthen ethical and accountability

standards, aggressively pursuing and prosecuting violators, our attorneys offer timely, comprehensive and strategic advice, training and solutions, helping instill public confidence in our clients' decision-making processes and assuring legal and regulatory compliance. Our services include:

- Establishing best practices and providing customized training programs for managers, staff and elected officials on their compliance efforts
- Developing ethics codes and sustainable ethics and compliance processes
- Reviewing current policies, practices and procedures
- Advising on anti-fraud programs and controls
- Detecting noncompliance, investigating alleged misconduct, assessing and managing ethical issues and compliance concerns
- Assuring ethical business conduct and compliance with public integrity statutes, including the Political Reform Act, the Brown Act, the Public Records Act and Government Code 1090, and federal, state and local election laws
- Representing clients before courts, government agencies and regulatory bodies, including the Fair Political Practices Commission, as well as asserting and defending their interests in government investigations, administrative hearings and litigation
- Handling internal reviews, compliance audits and providing crisis management
- Reporting on significant statutory and regulatory developments
- Advising on government relations issues, gifts to public officials, lobbying and candidate support and finance, as well as conflicts of interest matters
- Monitoring corporate compliance with the terms of government settlements

Employee Labor Laws

BB&K provides a full range of legal counsel and litigation services for all types of workplace issues and needs. From public safety fields such as law enforcement and fire protection to public works and utilities, healthcare, and education, our attorneys work closely and personally with employer clients to develop effective compliance and dispute resolution strategies.

If complex labor, disability, discrimination, or workers' compensation issues arise, the District can call upon the services of BB&K's Labor and Employment Law practice group. When necessary, our attorneys also provide a vigorous defense in discrimination, harassment, wrongful termination, wage and hour, and other labor and employment litigation. Because labor and employment problems often involve high stakes and intense time pressure, we are committed to giving employers highly responsive service.

We counsel clients on all aspects of employment laws and human resources management issues, including wage and hour standards, layoffs, employee termination, discipline matters, and personnel policies. We provide advice on compliance with state and federal laws such as Title VII, the Fair Employment and Housing Act, the Fair Labor Standards Act, the Americans with Disabilities Act, family leave laws, and the Worker Adjustment and Retraining Notification (WARN) Act. When workplace concerns arise out of the collective bargaining process, we handle contract negotiations, impasse procedures, grievance and arbitration proceedings, union representation proceedings, and unfair labor practice charges before local, state, and federal agencies.

Our attorneys regularly represent employers before the National Labor Relations Board, the Public

Employment Relations Board (PERB), the California Department of Fair Employment and Housing, the U.S. Equal Employment Opportunity Commission, the U.S. Department of Labor and State Labor Commissioner, and the Division of Occupational Safety and Health as well as before public agency personnel boards and civil service commissions.

BB&K attorneys offer comprehensive guidance on labor relations, union negotiations, and employment-related matters. We focus on meeting our clients' objectives while they build and maintain strong labor relations; we take a firm but fair approach in order to achieve long-term, successful employment relationships and avoid conflicts. BB&K also defends clients from unfair labor practice allegations filed with the PERB. We regularly assist employers in responding to grievances and in grievance arbitration. BB&K advises and represents employers in union representation proceedings and elections. Our services include acting as chief negotiator as well as reviewing and preparing proposals. We also provide legal support for agencies that conduct their own negotiations.

We are dedicated to understanding our clients' needs and goals during negotiations and finding creative ways for our clients to achieve their objectives. In addition, the firm advises and represents employers regarding strike management, work slowdowns, and other union tactics. While our goal is to help employers avoid litigation, we have extensive experience in every aspect of employment litigation, from single or multiple employee discrimination cases and sexual harassment allegations to class action wage and hour claims in all state and federal courts throughout California. We are committed to providing an aggressive defense for our clients while remaining cognizant of economic realities.

For public sector employers considering employee discipline, our firm provides advice and representation in every step of the process. We can advise on the initial investigation and evaluation of evidence supporting discipline, review the consistency and appropriateness of discipline, prepare all required notices, conduct the due process hearing, and defend the employer in administrative as well as judicial appeals. Our attorneys have appeared on behalf of governmental clients in proceedings before the Public Employment Relations Board, in arbitration hearings, in matters before commissions on professional competence (involving the discharge of permanent certificated employees), and in classified personnel commission hearings.

Finally, BB&K assists its clients in developing, implementing, and administering employee handbooks and employment policies designed to avoid liability in the workplace. These policies run the gamut of labor and employment law and address such subjects as family and medical leave, drug and alcohol testing, e-mail and internet usage, disability laws and interactive process, workplace violence as well as discipline, discrimination, harassment, privacy and other employee rights and obligations. Our emphasis is on helping clients prevent workplace liability

Contract Law

BB&K has extensive experience drafting, negotiating, and reviewing all types of agreements. We have drafted thousands of contracts for public agency clients, ranging from simple real property acquisition, software license, and professional services agreements, to more specialized types of agreements. Our public lawyers frequently deal with construction and public works contracts and issues, and we have a particularly high level of experience in this area. Our services include

preparation and review of contract specifications and required bidding documents, and the negotiation and drafting of personnel services and construction management contracts.

Complying with never-ending changes in law and the ever-increasing statutory requirements that apply to public contracts – and then overcoming challenges that arise – requires transactional experience, legal knowledge and litigation skill.

BB&K attorneys regularly provide guidance to cities, counties, special districts, transit and transportation authorities, water and wastewater agencies, school districts, colleges and universities, community services districts, local agency formation commissions and other public entities on all aspects of public contracting, from procurement and contract award through project closeout. We assist with the procurement process, prepare proposal and bid packages, draft and negotiate contract documents, and help resolve disputes when they arise.

Our attorneys fully grasp the interplay of statutes and regulations that govern projects, including local procurement rules, the Government Code, the Public Contract Code, and the Labor Code, enabling us to assure legal compliance and reduce the risk of delay and liability exposure. Importantly, we also have extensive experience with procurement requirements resulting from state and federal funding streams.

Working proactively with clients, we help maximize resources, contain costs and avoid delays, disruptions and disputes. BB&K attorneys draft and review all types of procurement and contract documents, including request for proposals, request for qualifications, request of information, invitations to bid, professional services agreements, goods and services agreements, construction documents, and purchase orders.

BB&K has unsurpassed experience in drafting internal and external contracts along with procurement policies and procedures. This is an area where our global understanding of the legal requirements coupled with practical implications (and limitations) is critical.

We frequently create “suites” of contract and procurement templates for all types of purchases and services – from fleet vehicles to janitorial services. We can work with GDPUD to determine what existing contracts and documents it has on hand, and what needs to be updated (including policies and procedures along with contract documents). The team will evaluate those current documents and revise to ensure compliance with state and federal laws. We have previously prepared contract templates for many types of public contracts and could easily expand those templates to serve all of the District’s contracting and procurement needs.

As GDPUD knows, laws change and outside influences such as grant and loan requirements dictate ongoing monitoring and updating of templates – as well as policies and procedures. For example, BB&K recently assisted a similar authority in updating and creating certain employment-related procedures to comply with federal funding requirements. BB&K identified the need to develop these procedures during our review of procurement requirements and we were quickly able to pull in an experienced employment lawyer who seamlessly provided the required documents.

At an unprecedented time when more and more federal funding streams are being created specifically for COVID relief, the District needs to be fully supported by a team that understands

the federal policies and requirements and has extensive experience drafting documents that comply. We fully believe BB&K, and this specific team, can simply not be beat in providing this critical support.

State and Federal Environmental Law

BB&K represents municipal clients in environmental issues arising under the California Environmental Quality Act (CEQA), National Environmental Policy Act (NEPA), and California and federal Endangered Species Acts (ESAs). We assist public agency clients with pre-project planning and strategy before CEQA is triggered to minimize costs and maximize environmental protection. We also have extensive CEQA, NEPA, and ESA litigation experience.

We prepare local CEQA guidelines on behalf of over 70 public agency clients, including water districts, cities, school districts, and other special districts. Our attorneys assist public agency clients in all aspects of CEQA and NEPA compliance, including the preparation and review of notices of exemption, initial studies, findings and statements of overriding considerations, mitigation monitoring and reporting plans, addenda, negative declarations, environmental impact reports (EIR), and environmental impact statements (EIS). We are adept at writing and editing EIRs to fully comply with CEQA requirements. If a legal challenge should arise, our attorneys are skilled in the procedural and substantive intricacies of litigating a CEQA or NEPA case, including short statutes of limitations, administrative record requirements, and unique briefing and oral arguments. In addition, BB&K routinely advises both public agency and private industry clients on obtaining water quality permits and maintaining compliance with applicable requirements under the federal Clean Water Act, the National Pollutant Discharge Elimination System (NPDES), the California Porter-Cologne Water Quality Control Act, and the Safe Drinking Water Act.

Our water, bankruptcy, public law, real estate, and litigation practices have provided the impetus for the development of a comprehensive hazardous waste practice over the past several decades. Lender liability and the potential exposure of property owners trigger a complex set of procedures affecting real estate transactions. BB&K assists clients with due diligence requirements and site audits as a part of phase one, two, and three studies. When hazardous waste problems emerge, our attorneys represent clients in efforts to work with the appropriate regulators to remediate property and recover the costs of site remediation.

Where hazardous waste problems result in cleanup, cost recovery, or tort litigation, we negotiate, defend, and advocate for our clients' interests. In light of the cost and disruption associated with litigation, we strive to resolve lawsuits quickly, efficiently, and professionally.

BB&K is a nationally recognized leader in water and water quality law. BB&K attorneys are uniquely qualified law to handle water and related environmental issues, including regulatory, enforcement, and litigation matters; over 20 of our attorneys specialize in water quality, water rights, and water supply planning and management. Accordingly, we help municipal clients meet requirements for operating water supply, stormwater, and wastewater systems. As a result, we routinely appear before federal and state courts, regulatory boards, and land use authorities.

State and federal water quality laws evolve at an extraordinary pace. With this in mind, BB&K attorneys make concerted efforts to stay on the cutting-edge of water quality issues. BB&K is currently assisting many public agency clients with matters such as municipal separate storm

sewer systems (MS4), construction and industrial storm water permits (including litigation), constituents of emerging concern, proposed recycled water policies, proposed changes to federal drinking water standards and monitoring protocols, and new and existing total maximum daily loads (TMDL). Moreover, BB&K advises both public agency and private industry clients on obtaining water quality permits and maintaining compliance with applicable requirements under the federal Clean Water Act, the National Pollutant Discharge Elimination System (NPDES), the California Porter-Cologne Water Quality Control Act, and the Safe Drinking Water Act.

Our regulatory experience includes matters related to the treatment, discharge, storage, transmission, and beneficial use of all types of alternative water supplies, such as recycled water, remediated groundwater, and stormwater runoff.

We help clients meet requirements for construction, permitting, operation, and maintenance of water treatment and reclamation facilities and comply with rules under the Clean Water Act (CWA) and National Pollutant Discharge Elimination System (NPDES), federal and state Safe Drinking Water Acts, and state water and water quality laws and regulations.

BB&K attorneys have represented a wide variety of clients in negotiating and obtaining coverage under NPDES permits and waste discharge requirements. We have worked on stormwater permits issued for discharges in Los Angeles, Ventura, Orange, San Diego, San Bernardino, Riverside, and Sonoma counties. In addition, we have worked on the NPDES Phase II stormwater permit, industrial general permit, and statewide construction permit. Furthermore, we have been involved in negotiating individual NPDES permits for treatment plants, desalination operations, and industrial facilities. Representative clients include the counties of San Diego and Sonoma; a large number of cities, such as Chula Vista, National City, Santee, Lake Forest, Aliso Viejo, Arcadia, Azusa, Santa Barbara, Ventura, Santa Maria, and Roseville; and special districts such as the San Diego County Regional Airport Authority, the Metropolitan Transit System, and the San Diego Association of Governments.

BB&K has long been a leader in legal issues associated with innovative uses of reclaimed water. We served as legal counsel to the Padre Dam Municipal Water District on one of the earliest reclaimed water projects in southern California. BB&K has continued this work throughout its history, weighing in on major projects involving Western Municipal Water District, Elsinore Valley Municipal Water District, Victor Valley Wastewater Reclamation Authority, the Town of Apple Valley, and Padre Dam Municipal Water District. Through this work, BB&K has developed expertise in the legal issues regarding the treatment, conveyance, and reuse of water.

C. Approach to Accomplish Scope of Work

BB&K's proposed General Counsel, Frank Splendorio, will not only defend the District in all legal matters but also proactively ensure that the District complies with the law at all times. Frank will work with the District to achieve its goals and will be involved District projects from inception to ensure that projects are neither held up by legal hurdles nor hindered by litigation risk.

Frank will be in charge of all legal work assigned by the District and will serve as the primary contact person for all matters and will supervise all legal services provided by our firm. He will actively manage the legal work. His comprehensive leadership will avoid duplication of efforts among our attorneys and help minimize legal costs.

Proposal to GEORGETOWN DIVIDE PUBLIC UTILITY DISTRICT

BB&K proposes Joanna Gin to serve as Assistant General Counsel and provide backup legal services for the District.

Frank will be responsible for supervising the preparation and delivery of all District-related matters. Matters assigned to associates or paralegals will be fully supervised by Frank. When faced with an issue requiring specialized expertise, Frank will consult with the District to evaluate the level of expertise needed and will ascertain if BB&K has the necessary expertise in-house. If necessary, Frank will collaborate with the District's General Manager to find the District the best and most efficient person or firm to provide the specialized service required.

Frank and Joanna are experienced in all of the areas of general counsel law listed in the scope of services in the request for proposals. Their qualifications and resumes are provided in *Section 6, Proposed Attorneys*.

Inquiries from the Board of Directors, District Manager, and District staff will receive an immediate response. The General Counsel and Assistant General Counsel will always be available by phone, text message, or email. The firm is committed to responding to District requests in the most efficient time frame the matter requires.

Frank will attend the regular meetings of the Board of Directors, as well as special meetings when requested. He will be prepared in these meetings to advise the Board on matters on the agenda as well as procedural or substantive issues that arise during the meetings.

Frank will be responsible for supervising the preparation and delivery of all District-related matters. Matters assigned to associates or paralegals will be fully supervised and reviewed by Frank. When faced with an issue requiring specialized expertise, Frank will consult with the Board to evaluate the level of expertise needed and will ascertain if BB&K has the necessary expertise in-house. If necessary, Frank will collaborate with the Board to find the District the best and most efficient person or firm to provide the specialized service required.

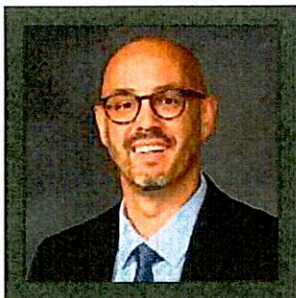
BB&K employs approximately 35 paralegals, 33 legal secretaries, and 120 administrative staff. Our excellent paralegals, who possess decades of experience in core public law issues such as the Brown Act, the Public Records Act, and all matters of conflicts of interest, will be available to Frank alongside our deep bench of experienced personnel. Our support staff maintains work schedules Monday through Friday from 8:30am until 5:00pm.

It is very important that we are always available to any official, officer, or employee of the District. This means that we are available in person, by phone, or by email at all times of the day. We are judged by our clients on the quality, speed, and delivery of our service. We return phone calls as quickly as possible, frequently check email, and quickly answer routine inquiries.

The District will always have access to the General Counsel or Assistant General Counsel not only during normal business hours but also on nights and weekends. We understand that emergencies may arise after hours. We also recognize that Board of Directors may have other obligations during normal business hours and, thus, need to speak or meet with the General Counsel at unconventional times.

D. Key Personnel Resume and Qualifications

Frank A. Splendorio, Of Counsel – General Counsel



Phone (916) 551-2086

Email frank.splendorio@bbkklaw.com

Location Sacramento

Education University of California, Hastings College of Law, J.D.

University of California, Berkeley, B.A., *Phi Beta Kappa*

CA Bar Number 272601 (2010)

BB&K Of Counsel Frank A. Splendorio is a seasoned municipal and public agency law attorney who provides city attorney and general counsel services to public agencies. As both general counsel to the Amador Regional Sanitation Authority (ARSA) in Amador County and city attorney for the cities of Atwater and Plymouth, and interim city attorney for the City of Galt, Frank provides advice on Prop 218, governance issues, such as Brown Act and California Public Records Act compliance, and on some of the most challenging issues California agencies are facing today.

In his experience as general counsel and city attorney, Frank advises on utilities, Prop 218 compliance, including water and wastewater-related matters, cannabis ordinances and enforcement, land use decisions and development agreements, conflicts, homelessness, public works, public finance, public safety, environmental requirements, personnel issues and more. He is also an authority on contracts, procurements and purchasing standards and requirements, and has conducted training on best practices.

Frank was the editor of the Land Use chapter of the 2020 edition of the Continuing Education of the Bar's annual "Municipal Law Handbook." He currently serves on the Brown Act Committee for the League of California Cities, monitoring and reviewing emerging Brown Act developments coming out of COVID-19. While attending the University of California, Hastings College of Law, Frank served a summer as an intern to the U.S. Coast Guard Judge Advocate General Corps and as a judicial extern to the Hon. Marvin R. Baxter of the California Supreme Court.

Joanna Gin, Associate – Assistant General Counsel



Phone (916) 551-2857

Email joanna.gin@bbklaw.com

Location Sacramento

Education University of California, Davis, School of Law,
J.D.
University of California, Berkeley, B.A., political
science & English (with honors)

CA Bar Number 323715 (2018)

Joanna Gin is an attorney in BB&K's Municipal Law practice group. She serves as assistant city attorney for the City of Winters. In addition to general public agency work, Joanna focuses on elections, compliance with Propositions 218 and 26, and water rates and solid waste, including the implementation of SB 1383 regulations.

Before joining BB&K, Joanna attended the University of California, Davis School of Law. Joanna clerked for the Sacramento City Attorney's Office and assisted the civil litigation and advisory units on municipal affairs.

Prior to attending law school, Joanna worked in legislative affairs for nearly a decade in Sacramento. Joanna was appointed by Gov. Jerry Brown to the position of assistant deputy director in the Office of Legislative Affairs at the Department of General Services. While there, she helped oversee the office in the preparation of legislative analyses and policy recommendations relating to state contracts and property. During that time, she participated in the Leadership for Government Executives course at California State University, Sacramento, sponsored a Leadership for Government Supervisors cohort and spearheaded a department-wide food drive that raised a record 28,000 pounds of food for the Sacramento Food Bank. Before that, Joanna worked as a policy consultant with the Assembly Business and Professions Committee at the State Capitol. In that role, she provided guidance to legislators and their staff on legislation related to licensed professionals.

Affiliations:

- Asian/Pacific Bar Association of Sacramento
- Sacramento County Bar Association
- Urban Land Institute
- Women Lawyers of Sacramento

E. Professional References

Below please find three (3) recent client references. Please do not hesitate to contact any of the following references for a more in-depth discussion of our ability to provide legal counsel services for the Georgetown Divide Public Utility District.

BB&K References	
Amy Gedney, General Manager Amador Regional Sanitation Authority 18 Main Street Sutter Creek, CA 95685 Phone: (209) 267-5647 x 284 Email: agedney@cityofsuttercreek.org Reference for Frank Splendorio Scope of Work: General Counsel Services	Lorenzo Hines, Jr., City Manager City of Galt 380 Civic Drive Galt, CA 95632 Phone: (209) 366-7100 Email: lhines@cityofgalt.org Reference for Frank Splendorio Scope of Work: City Attorney services
Lori Waterman, City Manager City of Atwater 750 Bellevue Road Atwater, CA 95301 Phone: (209) 357-6300 Email: lwaterman@atwater.org Reference for Frank Splendorio Scope of Work: City Attorney services	

F. Conflicts of Interest with the District and its Affiliates

Every new engagement at BB&K must survive a conflict check against the firm's conflicts database. BB&K maintains a comprehensive database on client representation. Prior to accepting any representation, the database is accessed to determine whether there are any existing conflicts. This database is overseen and managed by our firm's Billing and Client Information Department as well as the responsible attorney.

We are not aware of any current conflicts between BB&K clients and GDPUD.

G. Statement of Fees

Per the RFP, a rate schedule has been provided in a separately sealed envelope marked "Rate Schedule."

H. Charges for Incidentals

BB&K does not charge for routine word processing, legal assistants, clerical costs, administrative support staff, secretarial costs, and office costs, including telephone and fax charges.

Reimbursement of costs advanced by BB&K on behalf of the Georgetown Divide Public Utility District as well as other expenses will be billed at actual cost. These currently include, but are not limited to, mileage at the IRS authorized rate; actual expenses for being away from our offices on District business; postage; legal research; and any cost of printing or reproducing documents, photographs, electronically stored information (ESI) if needed, or other items necessary for legal representation.

I. Summary of Proposed Services and Responsibilities

BB&K understands the legal services to be provided to GDPUD. First and foremost, our role is to provide legal representation to the District. This includes not only defending the District in all legal matters but, more importantly, being proactive to ensure that the District is at all times complying with the law. We will work with the District to achieve its goals and to find the best legal options to implement the policies and goals of the District. Specifically, BB&K will:

1. Attend a board meeting when requested by the Board President either physically or via teleconference;
2. Advise the Board of Directors and District Staff on Special District government legal matters, including the Brown Act, and parliamentary procedures for running meetings, public official conflict of interest requirements, ethics, risk avoidance, and legal compliance.
3. Prepare and/or review all ordinances, resolutions, contracts, and other agreements entered into by District staff and requested by the Board President;
4. Review and comment in a timely manner on documents prepared by District Staff and requested by the Board President, including meeting materials, agendas, and correspondence;
5. Research and submit legal opinions on Special District or other legal matters as requested by the Board President;
6. Coordinate and manage the services of outside legal counsel for any legal assistance required by the District that falls outside of this contract or the Counsel's expertise, as requested by the Board President;
7. Interpret laws, rulings, and regulations for the District;
8. Provide written update on new State and Federal legislation and judicial decisions impacting the District and suggest action or changes in operations of procedures to assure compliance;
9. Examine legal matters to determine advisability of defending or prosecuting lawsuits;
10. Advise the District concerning transactions of business involving internal affairs, directors, officer, and relations with the general public;

11. Administer matters pertaining to personnel and labor laws as requested by the Board President; and
12. Abide by current District Use of Legal Counsel policy.

It is important that the General Counsel be involved in District projects from inception to completion to ensure that projects are not held up by legal hurdles and to work with the District in a pragmatic and cost-effective manner to minimize litigation risk.

The GDPUD Board of Directors, as a whole, is the General Counsel's client. We look to the District General Manager for direction on interacting with District staff and to the Board of Directors (specifically the Board President) for direction on the District's priorities, goals, and vision.

J. Professional Services Agreement

BB&K has reviewed the Professional Services Agreement, and has one change to make, as follows:

D. Errors and Omissions Liability. Consultant shall carry errors and omissions liability insurance in the amount of no less than One Million Dollars (\$1,000,000.00) per occurrence or greater if appropriate for the Consultant's profession. Architects and engineers' coverage is to be endorsed to include contractual liability. Any deductibles or self-insured retentions must be declared to and approved by the District. * BB&K's errors & omissions deductible is \$600K. At the option of the District, ~~either the insurer shall reduce or eliminate such deductibles or self-insured retentions with respect to the District, elected and appointed councils, commissions, directors, officers, employees, agents, and representatives ("District's Agents"); or~~ the Consultant shall provide a financial guarantee satisfactory to the District ~~in form of a letter from Consultant's CFO describing Consultant's financial resources~~ guaranteeing payment of losses and related investigations, claims administration and defense expenses. * BB&K has provided a similar letter to other clients with similar financial guarantee requirements.

K. Proof of Professional Liability and Workers' Compensation Coverage

BB&K carries professional liability (errors and omissions) coverage with Lloyd's of London and certain London Companies (Policy No. LDUSA1300774) with a total limit of liability in excess of \$1 million per claim and \$2 million in the annual aggregate including claims expenses. The firm also carries general liability, business automobile liability and employer's liability insurance with standard coverage consistent with a business of our type and nature as well as workers' compensation coverage as required by law.

L. Additional Comments or Statements

BB&K is committed to working within the District's approved budgets and providing high-quality, cost-effective, and efficient legal services. Moreover, we are dedicated to keeping our attorneys and clients up to date on the cost of current legal issues. With nearly 250 attorneys practicing in virtually every area of law affecting GDPUD, BB&K is able to offer the District the depth and breadth of a large law firm while delivering affordable, personal service. We staff each project or

assignment with an experienced attorney who manages assignments and distributes work, as appropriate, to other staff members.

To assist each attorney team leader, we create a team of support staff, paralegal(s), and attorneys. Each member of a team is chosen strategically in light of his or her strengths. Frank will efficiently manage public projects and supervise paralegals and junior associates, providing our clients with cost-effective, high quality legal services. While all team members take on responsibilities and accomplish tasks in accordance with the client's scheduling and funding needs, the attorney in charge oversees all services to ensure that costs are tracked efficiently and kept within defined budgets and assignments are completed meticulously and kept on schedule.

BB&K designated General Counsel, Frank Splendorio, will work with the District to employ several techniques to contain legal costs. First, BB&K maintains and updates templates agreements and sample ordinances and resolutions on almost every issue the District will face. The use of these resources allows us to quickly and efficiently respond to requests. Second, BB&K can provide the District with standard reimbursement agreements, which provide a detailed and enforceable method for developers and other third parties to reimburse the District for certain legal service fees and costs. Third, we will rely on excellent paralegals, who are well-versed in core legal issues such as the Brown Act, the Public Records Act, and conflicts of interest, to provide basic legal services.

Furthermore, we can help train District staff, if desired, in various legal-related matters (such as the Public Records Act, conflicts of interest, procurement, drafting of resolutions, and other matters); so that they are able to perform more initial work for our review. Finally, BB&K makes a concerted effort to find ways in which to combine research and work product for similar clients. Because we represent numerous public agencies, we are able to undertake research projects for the common benefit of multiple clients. Costs can be shared, providing a significant benefit at a tremendously reduced cost.

With our full range of public agency experience, BB&K is well positioned to proactively advise the District in all its legal needs. Our firm is dedicated to keeping our attorneys and clients up to date on current issues in public agency law. We regularly prepare and distribute, at no cost to our clients, legal alerts on current legal topics, litigation, and legislation. For matters that directly impact the District, we will follow up general legal alerts with tailored advice.

Frank and his team will maintain open lines of communication with the District Board of Directors and District Manager at all times. Our top priority as General Counsel is to keep the District apprised of new developments and the status of ongoing matters and cases. We will update the Board of Directors and District Manager on all new and ongoing matters through daily communication. When faced with conflicting priorities, Frank will work with the District Manager to effectively prioritize legal matters. Furthermore, we will review agendas well in advance of Board of Directors meetings to ensure that the Board is apprised of all pending matters and that all matters are properly reflected on agendas.

III. RATE SCHEDULE

Per the RFP, a rate schedule has been provided in a separately sealed envelope marked "Rate Schedule."