

RICHARDS WATSON GERSHON

Georgetown Divide Public Utility District

Request for Qualifications for Legal Counsel Services

January 11, 2023

Craig Steele

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**In Your Community
At Your Side**

January 11, 2023

Mr. Nicolas Schneider
General Manager
Georgetown Divide Public Utility District Office
6425 Main Street
Georgetown, California 95634

Reference: **Request for Qualifications for Legal Counsel Services**

Dear Mr. Schneider:

Richards, Watson & Gershon (RWG) is pleased to respond to the Georgetown Divide Public Utility District's Request for Qualifications for Legal Counsel Services. RWG is one of the pre-eminent public law firms in California, representing California public agency clients from our offices across the state. The strength of our proposal lies in RWG's ability to combine the resources and work quality of a major statewide public agency law firm, with expertise in the important areas of law that affect all public agencies and the regional knowledge and client access of our Sacramento office.

Because we represent so many public agencies, our clients are served by subject matter experts rather than generalists, who often have to learn a specialized area of law at the client's expense. This is particularly important for an entity like GDPUD, where we expect that much of the legal work will be in highly specialized practice areas like water and public contracting laws.

RWG is very excited by the opportunity to provide legal services to the District. Having represented public entities for most of its over 65-year history, including serving as General Counsel and special counsel to multiple special districts, RWG understands the District's mission, guiding principles, and dedication to serving the public. We also understand the unique characteristics of small special districts, and are able to offer the experience and resources of a statewide law firm with local attention at cost-effective rates. We welcome the opportunity to assist the District in furthering its goals, while recognizing our role would be as legal advisor and not policy maker.

My contact information is below:

**Richards, Watson & Gershon,
A Professional Corporation**
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Craig Steele
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GDPUD would be served primarily by RWG's Central Coast and Sacramento offices. Our headquarters is in Los Angeles. We understand that most of the District's legal work can be accomplished by telephone or remotely and that regular, in-person, attendance at Board meetings would not be required.

Sacramento

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Orange County

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RWG's proposal and fee schedule are valid and binding for 90 days from the proposal submission date of January 11, 2023. RWG will provide the insurance certificates as required and has reviewed and agree to the Indemnification provisions in the sample agreement.

I look forward to further discussing our proposal with GDPUD. If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in blue ink, appearing to read "C. Steele".

Craig A. Steele
President

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Executive Summary

As is demonstrated throughout this proposal, we are exceptionally well-qualified to provide cost-effective legal services to the Georgetown Divide Public Utility District. We recognize the needs and challenges of special districts and the cost pressures that they often face in serving their constituents.

We also know that not all special districts, are alike. We are committed to working with the GDPUD to understand its legal services needs and how we best can meet those needs. We are versatile and can be as involved as the GDPUD would like; some clients reach out to us with discrete questions, others want us to be involved more regularly with the flow of their service to the public. In short, we will tailor our services to the District's needs and budget. Most important, our attorneys become a part of the team for every client we work with; we are accessible, dedicated, and zealous in our advocacy for our clients.

More broadly, RWG is widely recognized as a premier, full-service law firm serving local public agencies. Our Firm was founded in 1954 and has been providing public entity legal services for over 65 years. The Firm serves as General Counsel or outside special counsel to dozens of government entities, including multiple special districts, and as City Attorney to 24 cities. Our areas of specialization include: the Special Districts Law; Brown Act; Political Reform Act and Government Code section 1090, and other conflict of interest laws; Public Records Act; employment and labor law; rates, fees, assessments, taxes, and public financing; public works; surety claims; real estate; eminent domain and inverse condemnation; environmental law and the California Environmental Quality Act (CEQA); water rights and water law, trial and appellate litigation; and elections. We regularly represent our clients in administrative proceedings and in litigation at all levels of the state and federal court and administrative systems.

We are committed to cost efficiency and excellence in the legal services we provide. We have developed the legal expertise, technological support services, and team approach to enable us to meet deadlines and provide a full range of quality advisory and litigation services. We are known for resolving difficult issues with creative, cost-effective, and practical solutions under the highest standards of professionalism and ethics.

We are proud of our proposal and would welcome the opportunity to discuss it with the District.

Working Relationship

RWG has a consistent philosophy that the role of the General Counsel is to be a legal advisor and facilitator, not a policy maker. Our attorneys are professional and non-partisan at all times and have significant experience maintaining this role. We will participate in public meetings at the level desired by the GDPUD. Unless a significant legal question or issue arises, we will interject in meeting discussions only upon the request of a GDPUD official or staff member.

We recognize that the GDPUD’s governance and legislative decision-making is exercised through its Board of Directors as whole. We likewise recognize that while we represent the District through the Board as a whole, it is important to have productive relationships with, and the trust of, individual Board members. To that end, we always make ourselves available to meet or speak with individual Board members as requested, and to answer all questions.

Similarly, we realize that much of the GDPUD’s day-to-day work is handled by the General Manager and other staff. We work collaboratively with staff as a part of the team, again recognizing that we are there to provide legal services and to assist staff in carrying out the GDPUD mission, and not to overstep our role. We are responsive, timely, and accessible, allowing GDPUD staff to get the information they need and not get bogged down in legalese.

Firm Experience

General Public Agency Law

RWG takes pride in being a full-service law firm with expertise in the wide variety of legal issues faced by public agencies, including governance and administrative procedure, elections, development, public infrastructure and contracting, environmental law, employment law, and litigation. RWG provides public entities a contract legal services solution with access to experienced specialists and statewide experts, managed and supervised by a public law generalist. Through this system, we have the flexibility to scale the volume and allocation of services required in particular areas to the GDPUD’s specific needs. Our primary areas of specialization include:

- Brown Act
- California Coastal Act
- CEQA
- Cannabis regulation
- Civil Rights
- Code Enforcement
- Community Choice Energy
- Conflicts of Interest
- Constitutional Law
- Elections
- Eminent Domain
- Hazardous Materials
- Historic Preservation
- Inverse Condemnation
- Labor and Employment
- Land Use
- Litigation
- NPDES
- Ordinances and Resolutions
- PERS
- Planning & Zoning
- Proposition 218 Issues
- Public Agency Law
- Public Finance
- Public Records Act
- Public Works Projects
- Real Estate
- Special Districts Law
- Subdivisions
- Telecommunications
- Tort Defense
- Utility Rates & Charges
- Water Law
- Writs and Appeals

Providing advice on the Brown Act, the Public Records Act, the Political Reform Act, and other laws that govern the operations of public entities and the conduct of government officials is a daily focus of our

practice. We have developed an AB 1234 Ethics training program, with both in-person and online sessions available, that has been very well-received by our clients, as well as trainings for records officials, and meeting management trainings. We prepare codes of conduct, rules of procedure, and other operational policies and ordinances for our clients, and we fully embrace the higher ethical standards and transparency that are expected of public officials. Again, public agency law is RWG's brand. We are proud to be public officials ourselves and have extensive experience with all areas of public agency law. Because of our Firm's emphasis on public agency representation, we do not typically have the extensive conflicts of interest associated with firms that depend more on representation of private clients.

RWG serves as general counsel to over 25 special districts and similar entities, and special counsel to numerous others. Craig Steele is General Counsel to the Nipomo Community Services District. In addition, we represent many joint powers authorities that have special districts as members. We are familiar with the special districts laws and the enabling statutes that provide various districts with the legal authority to carry out their missions, as well as the legal issues that commonly arise for districts in general and small districts in particular.

We understand the fiscal challenges faced by public agencies in general, and even more so today given the economic impacts flowing from the COVID-19 pandemic. We regularly assist our public agency clients to establish and increase fees, rates, charges, taxes, and assessments in compliance with the strict limits on local governments' revenue powers, including Proposition 218 and the related initiatives, Propositions 26, 62, and 13. RWG is recognized as a statewide leader in the interpretation and implementation of the constitutional and statutory provisions enacted by these initiatives.

Our experience with water law is extensive, and our presence in this important field is statewide. RWG attorneys regularly handle public works contracting matters, including construction contract and bid document review, bid disputes, stop notice and retention issues, construction claims, and litigation stemming from these matters. We also have negotiated numerous utility franchises and renewals of franchise agreements.

RWG has advised numerous public agencies on election and political law matters. We have extensive experience with initiatives, referenda and recalls, and have drafted dozens of ballot measures, impartial analyses, initiative titles and summaries, and local campaign finance ordinances. On an annual basis, we advise district and city clerks on numerous election law matters such as calling elections, drafting ballot measures, qualifying initiative and referendum petitions, and addressing challenges to the election process. We have also successfully handled several important cases involving the application and interpretation of state election laws and have spoken to audiences across the state on various election law matters. In addition, we advise government agencies and public officials on Political Reform Act issues.

RWG's attorneys have been advising public entities concerning CEQA compliance since the statute was enacted in 1970. The proposed team of attorneys is well-versed in the details of CEQA, including the use of subsequent and supplemental environmental documents, addenda, and the ever-changing criteria for the study of various environmental topics such as traffic, air quality, climate change, historical resources, public services, cumulative impacts, and tribal cultural resources. We often work closely with lead agencies' CEQA consultants and planners to ensure that the EIR or mitigated negative declaration for a project will withstand legal scrutiny. We have a long history of successfully creating records that withstand CEQA challenges.

The more specific descriptions of our practice groups below provide further detail on our experience in the various substantive areas of law that may be relevant to GDPUD.

Water Law

RWG's Water Rights and Water Law Practice Group, consists of several attorneys, and is led by one of California's leading experts in water law, James L. Markman. The Water Rights and Water Law Practice Group has extensive civil trial and appellate experience, which encompasses litigation in the state and federal courts, including the California Supreme Court.

We regularly assist water districts, municipalities, industry, landowners, and others requiring water rights advice in all aspects of water law, including but not limited to:

- California Environmental Quality Act
- Groundwater Adjudications
- Groundwater Contamination
- Kuehl-Costa Water Supply Certifications
- Project Construction
- Reclaimed and Recycled Water
- Sustainable Groundwater Management Act
- Urban Water Management Plans
- Water Transfers

RWG's attorneys have been advising public entities concerning CEQA compliance since the statute was enacted in 1970. The proposed team of attorneys is well-versed in the details of CEQA, including the use of subsequent and supplemental environmental documents, addenda, and the ever-changing criteria for the study of various environmental topics such as traffic, air quality, climate change, historical resources, public services, cumulative impacts, and tribal cultural resources. We often work closely with lead agencies' CEQA consultants and planners to ensure that the EIR or mitigated negative declaration for a project will withstand legal scrutiny. We have a long record of successfully creating records that withstand CEQA challenges.

In addition, RWG services are available to persons, entities and organizations who wish to challenge water rate structures proposed by public entities or regulated water utilities. RWG also offers expert representation concerning asserted Tribal water rights, and to water producers and groundwater sustainability agencies involved in the creation and implementation of basin sustainability plans. We also

offer services to regulators or private entities on water quality issues, including CERCLA and related issues, as well as groundwater basin contamination disputes.

Public Works

RWG assists public agencies with procuring services necessary to construct facilities for the benefit of the public, including utility facilities, water wells and transmission facilities, sewers, storm drains, and many other public works. In addition to the Public Contract Code's rigorous procurement process, public works projects are also subject to comprehensive California Labor Code requirements. Navigating the comprehensive rules governing procurement of contractors, administering construction projects, resolving contractor disputes, as well as dealing with bid protests and subcontractor claims that arise all too often, as well as ensuring compliance with the Labor Code requirements, necessitates having guidance by attorneys experienced in all aspects of delivery of public works projects.

Our experience in assisting public agencies runs from the conceptual stage through successful project completion, including resolution of any disputes and claims. We are also very sensitive to the fact that services provided by consultants and other contractors on a public agency's property have the potential for causing injury or financial loss for which the agency may be held responsible. In contracting for such services, it is critical that contracts are drafted and/or reviewed by attorneys having experience in allocating risk to such consultants or contractors through appropriate indemnification provisions while ensuring financial responsibility to back up such indemnities with comprehensive insurance requirements. Whether a consultant or contractor will be performing for a week or a year, or the contract is minimal or substantial in amount, in the absence of appropriate contract terms written by an experienced attorney in drafting such contracts, there will always be the risk of injury or loss and resulting damages for which an agency might be responsible.

Labor and Employment

The Firm's Labor and Employment Department represents public entity employers in all aspects of the employment relationship. We offer a full range of labor and employment legal services in human resources administration, legal compliance, employer-employee relations, and employment litigation, including the following:

- Employment related issues associated with the COVID-19 pandemic, including vaccine and testing requirements, return to work issues, and compliance with ever-changing regulations.
- Human resources administration, including work involving the application, interpretation, and updating of personnel systems, personnel rules, classification plans, compensation plans, and district policies. We assist with benefits administration, including issues involving Public Employees' Retirement System (PERS). We also provide advice and representation in discipline matters and arbitration. We have

conducted training programs covering performance evaluations, workplace investigations, family and medical leave programs, and harassment prevention. Recently our Labor and Employment Department provided training programs on AB 5, the Crown Act, and Policy and Procedure Writing.

- Compliance with employment laws such as those governing wages and hours (FLSA, California Labor Code), equal employment (Title VII, FEHA, ADA, ADEA), protected leaves of absence (FMLA, CFRA, PDL, Kin Care, Labor Code, Military Leave), and other employee rights (privacy, whistleblower, etc.).
- Employee relations including labor negotiations, MOU administration, meet and confer issues, grievances, unfair labor practice charges, and grievance appeals. We work to remain flexible in providing the employee relations services that will best serve the specific client involved.
- Advice to public agency civil service commissions and employee discipline authorities. We serve as designated counsel to the decision-maker or hearing officer in public agency employee discipline matters.
- Employment litigation, with the overall goal of labor and employment counseling to avoid litigation through a positive personnel program, preventive advice, and legally compliant procedures. When litigation is unavoidable, we have been very successful in defending the decisions of public entities in actions involving labor problems, alleged discrimination and harassment, and challenges to disciplinary decisions. On behalf of our public entity clients, we also appear in administrative proceedings, such as those before the Office of Administrative Hearings, the California Public Employment Relations Board, the California State Labor Commission, the California Public Employees' Retirement System Board of Administration, the California Department of Fair Employment and Housing (DFEH), and the U.S. Equal Employment Opportunity Commission (EEOC).

Litigation Experience

RWG's experienced Litigation Department handles a broad variety of cases. RWG's litigators provide expertise in defeating all manner of tort claims -- ranging from an alleged dangerous condition of public property to wrongful death claims arising from fatal accidents on public property, catastrophic landslides, law enforcement shootings, and other events. RWG's litigators collaborate extensively with public safety staff outside of the courtroom, meeting regularly with staff on best practices to minimize risk of liability. RWG's litigators try cases to verdict before juries and judges in both state and federal courts. In high stakes cases and with client approval, RWG's appellate team will work directly with trial counsel to set the stage in the event of an appeal.

As noted above, RWG litigators have extensive experience with many of the water adjudication matters that are in progress or being enforced across the State. We also bring significant experience in defending against claims brought by current or former employees against public agencies.. Lawsuits in this area range from alleged discriminatory disciplinary action based on protected status to constructive or wrongful termination.

RWG attorneys have defended public agencies throughout California in numerous administrative hearings and arbitrations involving alleged employment discrimination.

RWG litigators excel in representing public agencies in disputes involving public works projects, including construction defect cases, prevailing wage disputes, stop notice matters, and breach of contract causes of action, such as delay claims, adequacy of construction specifications, liquidated damages, and unforeseen changed conditions. Recently, after a developer defaulted on its obligation, we achieved a favorable ruling in federal court that led a surety to pay the full amount of a performance bond -- \$4.9 million. The bond guaranteed public infrastructure involving two master-planned communities. We also recently successfully settled a construction defect case against a general contractor, architect, and construction manager for \$3.4 million arising from massive leaks and other building defects.

We have successfully defended hundreds of petitions for writs of mandate under Code of Civil Procedure Section 1085 (traditional mandate) and Code of Civil Procedure Section 1094.5 (administrative mandamus). The subject areas involved in these lawsuits are too numerous for a comprehensive listing here, but land use and CEQA cases comprise a significant part of our writ defense work. We have successfully defended against numerous land use and CEQA lawsuits brought by neighborhood groups opposed to an approved project, as well as cases brought by a developer challenging the denial of a project. Our writ cases frequently involve challenges to the validity of various ordinances, including zoning ordinances. Elections law cases comprise a perennial part of our practice. We have challenged, and also defended challenges, to the constitutional validity of ballot measures and the validity of ballot titles, ballot summaries, ballot questions, and ballot arguments.

Whatever the subject matter, our approach ensures that a public agency's final decisions are supported by a well-developed and thoughtfully constructed record. This includes marshalling substantial evidence to support written findings, followed by carefully drafting findings to support the decision. In many cases, our development of a strong record has deterred parties from challenging clients' decisions, including decisions that have been politically unpopular. While we most often defend our clients in writ proceedings, we are also experienced in filing writ actions to protect our clients' interests when necessary.

In addition to the areas of law mentioned above, we have defended cases involving federal and state anti-discrimination laws in the areas of housing, public access, and disability; inverse condemnation; annexation; public financing; municipal solid waste disposal; daytime juvenile curfews; view preservation; firearms regulation; preferential parking; legislative term limits; mobile home rent control; and numerous other areas.

RWG litigators have defended many challenges brought under the United States and California Constitutions, including First Amendment free speech, free assembly, free exercise of religion, and establishment clause cases. The Fourth Amendment's prohibition against unlawful searches and seizures figures prominently in many of our cases representing public safety officers. The ban in the Fifth Amendment against takings

without just compensation arises with some regularity in cases challenging the denial of land use permits. Equal protection and due process claims frequently accompany other challenges to legislative and quasi-judicative land use decisions. In addition to the Federal Constitution, we have successfully defended legal challenges pursued under counterpart provisions in the California Constitution.

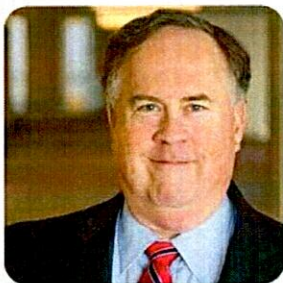
As diverse as the cases we handle might be, there is one common guiding principle: our job as litigators is to fully understand and appreciate the demands that confront busy staff members, and the multi-faceted challenges that regularly face board members and other appointed officials.

Proposed Attorneys

RWG will commit our experienced and talented group of attorneys to meeting the legal needs of GDPUD by delivering timely, high quality, and practical advice on a cost-efficient basis.

The attorneys proposed to provide services to GDPUD – and all attorneys in the Firm – are admitted to practice law in the State of California and are members in good standing with the State Bar of California. The following listing is representative of the attorneys who may be needed to work with GDPUD. We anticipate that other specialists will serve the client as well.

General Counsel and Relationship Partner



Craig Steele | General Counsel and Point of Contact

CA State Bar No: 162523
Date of CA Bar Admission: 12/92
Years of Practice: 31 years

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Craig is a shareholder in the Public Law Department at Richards, Watson & Gershon and serves on the Firm's Management Committee. He has over 30 years of experience practicing local government law and has worked in government and politics for over 35 years. Craig is the General Counsel to the Nipomo Community Services District, City Attorney for the Cities of Monrovia and Seal Beach, and served as Counsel to the Successor Agency to the redevelopment agencies in those cities and also the former redevelopment agency for the City of Indio. He also served as General Counsel to the Los Angeles County Children and Families First Proposition 10 Commission ("First 5 LA") for nearly 20 years. Craig currently splits his time between the Firm's Los Angeles and Central Coast offices, and Craig and his wife own a home in the Central Coast region. He served as Agoura Hills City Attorney from 1999-2012, Highland City Attorney from 2007-2019, and Interim CEO of First 5 LA throughout 2012.

A former political campaign manager, Craig is an expert in elections, voting and government ethics laws and has frequently been asked to speak and teach about those subjects by the California Special Districts Association, League of California Cities, and other organizations.

As a public law specialist, Craig has broad experience with the Special District laws and legal issues that are important to public entities of all types, structures, geography, and characteristics. He has formed or served as counsel to multiple JPA's, including the Agoura Hills-Calabasas Community Center JPA and the Santa Monica Mountains Recreation and Conservation Authority. Craig has guided his clients through a variety of major public works projects, telecommunications contracts, and land use issues.

Craig also is the author of dozens of local ballot measures, including open space preservation, local taxes and bond measures, fireworks regulation, and transportation issues. Public agencies consult with him at all stages of the process of ballot measure process, from polling and strategic decisions, to drafting the measure, to advising about processes and permissible public agency involvement in ballot measure activities. Many public entities with "in-house" counsel have consulted with Craig on elections and voting issues, including the Cities of San Luis Obispo, Monterey, Compton, Redondo Beach, Hawthorne, Pasadena, Fremont, Livermore, and the San Diego Association of Governments. He has advised clients on issues as significant and diverse as the Los Angeles County and San Diego County sales tax proposals to fund transportation projects, marijuana taxes and regulations throughout the state, local land use measures on the Central Coast, and districting measures in Imperial, San Bernardino, and Riverside Counties.

Craig concentrates on the representation of public agency clients in a wide range of government law areas and has spoken to the Special Districts Association and other groups, and written extensively on open government issues including Ballot Measures and Municipal Elections: What Local Leaders Need to Know, Rules Regarding Ballot Measures and Lobbying, The Role of Special District Board Secretaries and Clerks, Campaign Finance Regulation, Lobbying, Public Records, Open Meeting Laws, and Conflicts of Interest Law. His article "The Rules on Lobbying: What Every Local Official Should Know" was published in the January, 2010 issue of *Western City Magazine*. He is a past member of the FPPC Committee of the League of California Cities' City Attorneys Department and also served on a task force of the Institute for Local Government drafting a resources book on open space acquisition by cities.

Prior to joining Richards, Watson & Gershon out of law school in 1992, Craig was a political campaign consultant and public affairs professional at Cerrell Associates, Inc., one of the nation's most prominent public affairs firms. He worked on campaigns for state, local, and federal offices, including two presidential campaigns. He also worked as advance staff in connection with events such as the 1984 Olympics and the Los Angeles visits of Pope John Paul II in 1987 and His Holiness Vazken I of the Armenian Apostolic Church in 1988. Craig is a member of the Board of Directors of the USC Trojan Marching Band Alumni Association, and serves as a member of the Executive Committee and Chair of its Personnel Committee.



Inder Khalsa | Back-up for GDPUD General Counsel

CA State Bar No: 222328
Date of CA Bar Admission: 12/02
Years of Practice: 21 years

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Inder is a shareholder in the Sacramento office and began her career at RWG. Inder has represented local governments on all aspects of municipal governance including handling public meetings, the Brown Act, Public Records Act, and conflict of interest and ethics laws. From the beginning of her career, Inder has specialized in land use law and CEQA and has assisted cities and counties in the review of large scale development projects, a number of which were very controversial. Inder currently serves as the City Attorney for the City of Davis and the City of Mill Valley, Interim General Counsel to East Bay Community Energy Authority, and General Counsel to San Francisco LAFCO.



James Markman | Water Law Counsel

CA State Bar No: 43536
Date of CA Bar Admission: 1/69
Years of Practice: 54 years

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Jim is a shareholder and is the Chair of the Water Rights Department at RWG. Jim is a leading expert in California water rights and water law and one of the most experienced city attorneys in California. In his more than 40 years as an advocate for, and advisor to public agencies, he has handled virtually every facet of being a public lawyer.

Jim serves as General and Special Counsel to numerous public agencies and companies on a variety of water law issues. Jim is General Counsel for the Antelope Valley-East Kern Water Agency, the Beaumont-Cherry Valley Water District, and the Central Basin Water Rights Panel which provides Watermaster functions in the adjudicated Central Basin of Los Angeles County. Jim also serves as Special Counsel for the Nipomo Community Services District in reference to groundwater basin management, water supply verification, and adjudication issues and to the Indian Wells Valley Groundwater Sustainability Agency, the SGMA entity located in Ridgecrest. He also represents private parties concerning water rights transfer and water rate

issues and a group of approximately 800 landowners in litigation concerning tribal reserved rights to Anza Basin water. He has represented Pajaro Valley Water Management Agency pertaining to the validity of its augmentation fee and its compliance with Prop. 218 and has represented Marina Coast Water District for a number of years on water rights issues, including its Regional Desalinization Project. In addition, Jim represents the County of Madera in lawsuits challenging its SGMA plan.



Tilden Kim | Public Works Counsel

CA State Bar No: 143937
Date of CA Bar Admission: 12/89
Years of Practice: 34 years
350 South Grand Avenue, 37th Floor
Los Angeles, California 90071
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Email: tkim@rwglaw.com

Tilden specializes in representing public entities in public works and infrastructure matters. As counsel to numerous Public Works Departments, Tilden has broad experience helping public entities manage their bidding and construction process. A former Chair of RWG’s Litigation Department, he regularly represents RWG clients in the array of disputes that can arise from public projects.

A key aspect of Tilden’s practice is his experience representing clients before California’s numerous administrative agencies. He has successfully represented clients before the Public Utilities Commission, Cal-OSHA, and the Department of Industrial Relations. For example, Tilden has successfully prevented a major transmission line (Valley Rainbow) from bisecting the Temecula Valley Wine Country. Tilden also successfully opposed the Riverside Transmission Reliability Project before the California Public Utilities Commission on behalf of the City of Jurupa Valley, and caused the undergrounding of this major infrastructure rather than the above-ground transmission lines sought by the utility. Tilden also regularly works on water-rate cases for many of our public agencies.

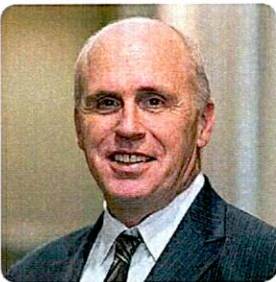


Chelsea O'Sullivan | Municipal Law Counsel

CA State Bar No: 308369
Date of CA Bar Admission: 12/15
Years of Practice: 8 years

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E-mail: cosullivan@rwglaw.com

Chelsea advises local governments on a wide variety of governmental law, transactional and advisory matters. A native of the Central Coast, she is Assistant City Attorney in Pismo Beach and Solvang. Her practice focuses on public and land use law issues, including matters relating to CEQA, CESA, the Brown Act, compliance with conflicts of interest rules, and the Public Records Act.



Dave Fleishman | Labor and Employment Law Counsel

CA State Bar No: 156695
Date of CA Bar Admission: 12/91
Years of Practice: 32 years

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Dave is City Attorney for the Cities of Pismo Beach and Solvang, and has practiced extensively in the area of public law and in the area of labor and employment law for both public and private employers. His practice has focused on the representation of public agencies in an advisory role as city attorney or general counsel, as well as in public entity defense litigation, including writs and appeals, civil rights, Fair Labor Standards Act, wrongful termination, employment investigations, public contracting, tort claims, and code enforcement.



Steven Nguy | Litigation Counsel

CA State Bar No: 307263
 Date of CA Bar Admission: 12/15
 Years of Practice: 7 years

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 San Francisco, California 94104
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Steven is an Senior Attorney in RWG’s San Francisco office. He represents municipalities and public entities in both state and federal courts in litigation matters involving a wide variety of public law issues including land use and planning, constitutional law, and public works. Steven has experience representing public agencies in writ proceedings, civil rights cases, and governmental tort liability cases. Steven has extensive experience at the administrative level in advising clients on how best to minimize risk and liabilities and on building cases and defenses prior to the commencement of litigation.

References

Name/Contact Information	Scope of Services
Mario Iglesias General Manager Nipomo Community Services District Phone: 805.929.1133 E-mail: miglesias@ncsd.ca.gov	General Counsel services
Michael Webb City Manager City of Davis Phone: 530.757.5602 E-mail: cmoweb@cityofdavis.org	City Attorney services
Christine Dietrick City Attorney City of San Luis Obispo Phone: 805.781.7140 E-mail: cdietrick@slocity.org	Special Counsel services

Name/Contact Information	Scope of Services
Greg Ramirez City Manager City of Camarillo Phone: 805.388.5307 E-Mail: gramirez@cityofcamarillo.org	Special Counsel services
Dylan Feik City Manager City of Monrovia Phone: 626.932.5585 E-Mail: dfeik@ci.monrovia.ca.us	City Attorney services

Conflicts of Interest

We have run a preliminary conflict of interest check and have not identified any actual or potential conflicts RWG may have in providing the requested services.

GDPUD Standard Contract

RWG has reviewed the Standard Contract and finds it acceptable with the following exceptions to for which RWG would request revisions in a final agreement:

Section 6 - Termination. RWG would request a modification to incorporate a mutual right of termination without cause.

Section 9 - Documents. RWG would request a modification to this provision to exclude any confidential attorney work product.

Insurance

- The Firm has a \$250,000 self-insured retention which is common in the legal industry and within the Firm’s financial ability to satisfy in the unlikely event of a claim.
- The Firm cannot provide complete copies of its policies, as they contain some confidential information. However, the Firm will provide, upon reasonable request, specimen or redacted copies confirming compliance with all insurance requirements.
- RWG is not self-insured and carries insurance policies with commercially reasonable deductibles. We are not able to alter our insurance policies to waive deductibles for any individual client, and have never been asked to do so for public agency clients.

Exhibit 1

Attorney Resumes

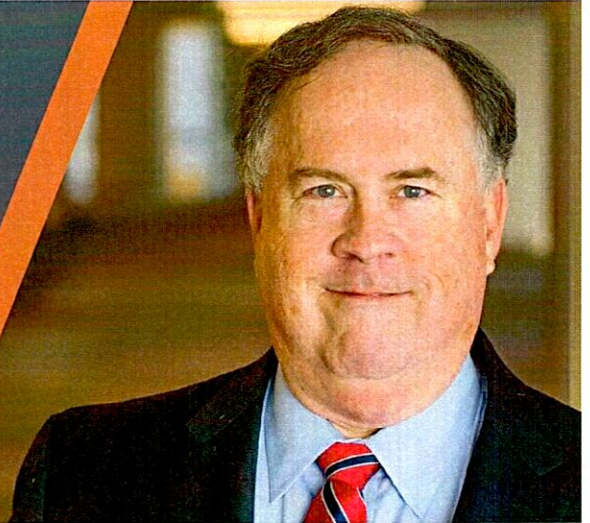
Craig STEELE

Shareholder

LOS ANGELES

T 213.626.8484

E csteele@rwglaw.com



Craig A. Steele is a shareholder in the Public Law Department at Richards, Watson & Gershon and serves on the Firm's Management Committee. Mr. Steele has nearly 30 years of experience practicing local government law and has worked in government and politics for over 35 years. Mr. Steele is the City Attorney for the Cities of Monrovia and Seal Beach, General Counsel to the Nipomo Community Services District, and Senior Counsel to the Los Angeles County Children and Families First Proposition 10 Commission ("First 5 LA"). He served as Agoura Hills City Attorney from 1999-2012, Highland City Attorney from 2007-2019, General Counsel to First 5 LA from 2000-2022, and Interim CEO of First 5 LA throughout 2012.

A former political campaign manager, Mr. Steele is an expert in elections, voting rights, and government ethics laws and has frequently been asked to speak and teach about those subjects by the League of California Cities, California Special Districts Association, and other organizations.

Mr. Steele concentrates on the representation of public agency clients in a wide range of government law areas and has spoken and written extensively on open government issues including Public Entity Ballot Measures, Lobbying, Public Records, Open Meeting Laws, and Conflicts of Interest Law. His article "The Rules on Lobbying: What Every Local Official Should Know" was published in the January, 2010 issue of Western City Magazine. He is a past member of the FPPC Committee of the League of California Cities' City Attorneys Department and also served on a task force of the Institute for Local Government drafting a resources book on open space acquisition by cities.

Mr. Steele is a past President of the Board of Directors of the Community Center of La Cañada Flintridge, former Vice President and a member of the Board of Directors of the Spartan Boosters, and served for several years as Chair of the La Cañada Unified School District's Bond Oversight Committee. He was also an

PRACTICE AREAS

Municipal & Public Agency Law

FOCUS AREAS

Elections, Voting & Campaign Finance

EDUCATION

J.D., University of Southern California Gould School of Law

B.A., University of Southern California

adjunct professor in the USC Price School of Public Policy in 2011 and 2012. He is a frequent speaker to classes at the USC Gould School of Law where his wife, Susan Wright, is Professor of Lawyering Skills and Director of Academic Success.

WORK FOR CLIENTS

As a public law attorney, Mr. Steele has broad experience with the legal issues that are important to public agencies of all types, structures, geography, and characteristics. He has served as a city attorney in charter cities and general law cities; in full-service cities and contract cities. Mr. Steele works with cities that provide police and fire services, utilities, and independent libraries, as well as cities that contract for such services. He has served in coastal communities, a foothill community with a wilderness preserve, and both built out and rural communities.

He has served as an independent investigator on campaign finance law issues for Ventura County, and has advised candidates for local, state, and federal offices and other private interests on a variety of election and political law matters. Mr. Steele is advising numerous public entities regarding voting rights, district election issues, and redistricting.

In the land use area, Mr. Steele has worked on a range of projects ranging from large (5,000+ planned units) residential subdivisions to small mixed use projects in historic downtowns. He has authored unique ordinances on such subjects as picketing in residential areas and food truck regulation. Mr. Steele also is the author of dozens of local ballot measures, including open space preservation, local taxes and bond measures, fireworks regulation, and transportation issues. Public agencies consult with him at all stages of the process of ballot measure process, from polling and strategic decisions, to drafting the measure, to advising about processes and permissible public agency involvement in ballot measure activities. Many entities with "in-house" City Attorneys and General Counsel have consulted with Mr. Steele on elections and voting issues, including the Cities of Compton, Redondo Beach, Hawthorne, Pasadena, Fremont, Livermore, San Luis Obispo, and the San Diego Association of Governments. In recent election cycles, Mr. Steele advised clients on issues as significant and diverse as the Los Angeles County and San Diego County sales tax proposals to fund transportation projects, marijuana taxes and regulations throughout the State, local land use measures on the Central Coast, and districting measures in Imperial, San Bernardino, and Riverside Counties.

PROFESSIONAL EXPERIENCE

Prior to joining Richards, Watson & Gershon out of law school in 1992, Mr. Steele was a political campaign consultant and public affairs professional at Cerrell Associates, Inc., one of the nation's most prominent public affairs firms. He worked on campaigns for state, local, and federal offices, including two presidential campaigns. He worked as advance staff for political figures such as U.S. Senators Albert Gore, Jr., Alan Simpson, and Lloyd Bentsen, Assembly Speaker Willie Brown, Los Angeles Mayor Tom Bradley, and Honolulu Mayor Frank Fasi. He also worked

as advance staff in connection with events such as the 1984 Olympics and the Los Angeles visits of Pope John Paul II in 1987, and His Holiness Vazken I of the Armenian Apostolic Church in 1988.

HONORS & AWARDS

City of Monrovia Community Policing Award, 2013

La Cañada Unified School District Governing Board's Award for Service, 2007

PROFESSIONAL AND COMMUNITY AFFILIATIONS

Member, Los Angeles County Bar Association

EXPERIENCE

HIGHLIGHTED PROJECTS (PUBLIC LAW)

- ▶ **First 5 LA – Interim CEO Appointment (2012).** As longtime counsel to First 5 LA, a Los Angeles County public agency that invests tobacco tax dollars for the benefit of children aged 0-5 and their families, Craig advised the Board and agency through the departure of the agency's CEO. After the separation, the Board asked Craig to serve as Interim CEO while a new CEO was recruited. He served in that position, running an agency with over 100 employees and an annual budget in excess of \$170 million, for a year while also coordinating the search for a permanent CEO.
- ▶ **City of Highland – Change to City Council Districts.** In response to a claim of racially-polarized voting patterns under the California Voting Rights Act ("CVRA"), Craig advised the City throughout the process of creating a district-based election system. This work included drafting a ballot measure seeking voter approval of the district system, guiding the City through the public process to create districts, and advising the City Clerk and City Council throughout the first district-based elections.
- ▶ **City of Monrovia – Opening of Hillside Wilderness Preserve.** This nearly 20-year project created one of Southern California's largest publicly-owned and publicly-accessible wilderness preserves in the foothills of Monrovia. Craig's work on this started with drafting the initial ballot measure that created the General Plan designation and Specific Plans for the area, and then advising the City throughout the cooperative acquisition of the Preserve property from various private owners using a combination of grant funds and the proceeds of a City special tax. He helped to draft and implement a property management plan that survived a CEQA challenge and limited opposition from local residents. Craig then participated in the process of the City acquiring the final easements and accesses needed to facilitate public access and drafting public access and use rules. The Preserve

opened to the public in 2017.

NEWS

Campaign Contributions Can Create Conflicts of Interest for Local Elected Officials Under New Law

01.03.2023

Relaxed Brown Act Requirements Will Temporarily Remain in Effect After June 15

06.04.2021

County Pays \$1.35 Million Penalty for Public Funds Spent in Support of Ballot Measure

09.01.2020

“Open and Public” Meetings and the COVID-19 Virus Emergency

03.16.2020

Proposed Ballot Measure Increasing Vote Requirement for Local Tax Measures Will NOT be on November Ballot;
Local Soda Taxes Prohibited in Legislative Deal

06.29.2018

PRESENTATIONS

Local Ballot Measures: Issues for City Attorneys

BACA (Bay Area City Attorneys), 01.31.2020

Meeting Management: Tips for Efficient and Effective Public Meetings

USC Sol Price School of Public Policy Local Leader Academy, 10.2019

Meeting Management – Tips for Efficient & Effective Public Meetings

California Special Districts Association Annual Conference, September 25-28, 2019

Candidate & Ballot Measure Elections: The Role of District Board Secretaries and Clerks

California Special Districts Association Board Secretary/Clerk Conference, 2018

Public Agency Advocacy: Rules Regarding Ballot Measures and Lobbying

California Special Districts Association Annual Conference, 2018

The California Voting Rights Act and Imposed District Elections

The California Voting Rights Act and Imposed District Elections, 2016

Local Initiatives and Referenda: Key Considerations for City Attorneys
League of California Cities City Attorneys Department, 2015

Tips for Effective Lawyering
USC Gould School of Law First Year Class, 2015

Dealing with Disruptions at Public Meetings
CLE International Municipal Law Conference, 2010

PUBLICATIONS

Local Ballot Measures: The Line Between Information and Campaigning
California Special Districts, Volume 17, Issue 3, July-Aug 2022

Local Public Agency Advocacy: The Line Between Information and Campaigning
California Special Districts, Volume 13, Issue 4, Jul-Aug 2018

The Rules on Lobbying: What Every Local Official Should Know
Western Cities Magazine, 01.10.2010

Proposition 208 Implementation Guide (contributor)
League of California Cities, 2007

New Election Law May Change the Face of Some Local Government Agencies
Public Law Journal, 2003

G. Inder KHALSA

Shareholder

SACRAMENTO

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E gkhalsa@rwglaw.com



Inder Khalsa has been advising on administrative and transactional public law matters with the firm for 16 years, with a particular focus on land use, planning, zoning, the California Environmental Quality Act (CEQA), clean energy, affordable housing, and real estate matters. She also has expertise in creation and operations of Joint Powers Authorities. Inder counsels local government agencies on all aspects of municipal governance, including the interpretation, application of, and compliance with the Brown Act, Public Records Act, Political Reform Act, and other conflict of interest and ethics laws.

WORK FOR CLIENTS

Inder serves as City Attorney to the City of Davis and the City of Mill Valley, and as Assistant City Attorney to the City of Fairfield. Inder is the General Counsel to the Valley Clean Energy Alliance, San Francisco Local Agency Formation Commission and the East Bay Community Energy Authority. Inder has represented a number of other public entities as Special Counsel.

PROFESSIONAL EXPERIENCE

Inder began her career at Richards, Watson & Gershon as a summer associate in 2001. She served as Assistant City Attorney for the City of Vallejo from 2012 to 2015, where she represented the city's Economic Development Department on land use planning, real estate, and environmental law issues, as well as the Housing Authority and the Successor Agency. During the three years Inder worked in Vallejo, she represented the city in complex negotiations with developers, responsible parties, and state and federal agencies.

Since returning to RWG, Inder has continued to develop her expertise in land use, zoning, affordable housing, telecommunications, joint powers authorities, and clean energy/community choice programs.

PRACTICE AREAS

Municipal & Public Agency
Law
Real Estate

FOCUS AREAS

Brown Act & Open
Government
CCA's
Development Agreements
Joint Powers Authorities
Land Use Planning & Zoning
(Municipal)
Low & Moderate Income
Housing

EDUCATION

B.A., Honors, University of
California, Santa Cruz
J.D., Order of the Coif,
University of California School
of Law, Davis

PROFESSIONAL AND COMMUNITY AFFILIATIONS

Member, California State Bar

Member, Bar Association of San Francisco

Member, Marin Bar Association

Member, Solano County Bar Association

COURTS

California

EXPERIENCE

Inder advises cities on complex land use transactions and projects. Major notable projects include:

- ▶ Assisted with entitlements for an open space land preserve with an interpretive nature center/museum. Drafted initiative measure to revise the General Plan urban limit line to allow the annexation of the property and worked with planning staff on rezoning, design review, a development agreement, and approval of a marsh development permit subject to BCDC jurisdiction.
- ▶ Assisted with environmental review of upgrades to countywide public safety and emergency radio system.
- ▶ Drafted inclusionary housing zoning ordinances and affordable housing mitigation fees for multiple agencies.
- ▶ Assisted with review and adoption of general plans and specific plans and zoning codes, including form-based codes. Provided advice on land use and environmental impact reports for General Plans and Specific Plans.
- ▶ Negotiated an amended and restated disposition and development agreement for a complex mixed use/transit oriented project on a complex, waterfront infill site requiring environmental remediation.
- ▶ Assisted with adoption of a specific plan and reviewed environmental impact report for private development on a county fairgrounds site.
- ▶ Negotiated development agreement and financing agreement.
- ▶ Advised on land use, CEQA, and affordable housing issues for a contentious affordable housing project.
- ▶ Drafted initiative and ballot summary for City-initiated ballot measure to revise urban limit line.

PRESENTATIONS

Understanding Public Service Ethics Laws and Principles: AB 1234 Ethics Training
City of Santa Rosa, 03.05.2019

Conflicts of Interest and Advanced Ethics Training
City of Sunnyvale, 02.22.2017

New Developments in Affordable Housing Law: Reconciling State and Local Interests
Contra Costa County City Attorneys' Association, 07.07.2015

James MARKMAN

Shareholder

ORANGE COUNTY

T 714.990.0901

E jmarkman@rwglaw.com



Jim Markman is a leading expert in California water rights and water law and one of the most experienced city attorneys in California. In his more than 40 years as an advocate for and advisor to public agencies, he has handled virtually every facet of being a public lawyer.

As a litigator, Jim combines a professional and civil demeanor with a passionate approach to advocacy. His primary areas of litigation expertise are extraordinary writs challenging the actions of public entities and water rights disputes, particularly the adjudication of groundwater basins. Jim has been involved in virtually every significant groundwater adjudication which has occurred in several decades, including the Chino Basin, the Main San Gabriel Basin, the Central Basin of Los Angeles County, the Mojave River Basin, the Santa Maria Basin and the Antelope Valley Basin.

As an advisor, Jim identifies the client's objective and structures a legal approach that best assists the client in reaching it while minimizing legal exposure. Jim is known for his ability to provide creative legal assistance which results in the completion of projects.

WORK FOR CLIENTS

Jim has served as City Attorney for the City of La Mirada since 1980 and was City Attorney for the City of Rancho Cucamonga from 1985 to 2022. He is also General Counsel to the Beaumont-Cherry Valley Water District, the Central Basin Water Rights Panel, and the Antelope Valley East Kern Water Agency. Jim also has served as City Attorney for the cities of Buena Park, Hesperia, and Upland. He served as City Attorney for the City of Brea for more than four decades. For that service, in 2019 he received the International Municipal Lawyers Association award for Longevity of Service to a Community. He also currently represents public agencies involved in active water negotiations and

PRACTICE AREAS

Municipal & Public Agency Law

FOCUS AREAS

Brown Act & Open Government

Conflicts of Interest and Local Government Ethics

Groundwater Management

Land Use Planning & Zoning (Municipal)

Validation Actions (Litigation)

Water Rights

Water Rights & Water Law

Writs & Appeals

EDUCATION

J.D., Cornell University

A.B., Dartmouth College

related matters in the Counties of Los Angeles, San Bernardino, Orange, Riverside, Santa Barbara, and San Luis Obispo.

PROFESSIONAL EXPERIENCE

Jim serves as the Chair of the Firm's Water Rights and Water Law Practice Group, is a member of the Firm's Public Law Department, and spent sixteen years on the Firm's Management Committee.

Jim also served as Deputy Attorney General for the State of California from 1968 through 1970, where he specialized in water rights and pollution matters. While with the Attorney General's office, he handled 53 cases in the state appellate courts, including three before the California Supreme Court. Jim personally represented California Regional Quality Control Boards, and, in that capacity, instituted four of the initial cases brought under the Porter-Cologne Water Quality Control Act, all related to the pollution of Monterey Bay.

HONORS & AWARDS

Jim has been accorded the highest peer rating of AV Preeminent provided by the Martindale-Hubbell nationwide legal directory.

PROFESSIONAL AND COMMUNITY AFFILIATIONS

Jim is an active member of the Association of California Water Agencies and has presented papers on legal issues at its conferences. He also has made presentations at League of California Cities conferences and has served on that organization's Legal Advocacy Committee. That committee determines when the League will provide support to a city engaged in significant municipal litigation.

EXPERIENCE

Jim represents groundwater producers in the adjudication of water rights in many groundwater basins and has been involved in virtually every significant groundwater adjudication that has commenced since 1969. One such case concerned the Mojave River Basin, which underlies an area the size of the State of Connecticut, and each of these cases involves economically vital water resources, concern numerous water producers including agricultural producers, public entity water suppliers and private, regulated water companies, and the production and distribution of thousands of acre feet of water per year needed to supply water to hundreds of thousands of residents as well as business and industrial complexes annually.

Jim also regularly negotiates and drafts a variety of complex legal documents, including Development Agreements, Participation Agreements and Disposition and Development Agreements. Representative matters are the construction of two of Southern California's major regional malls: the Brea Mall located in north Orange County, and the Victoria Gardens Mall in the City of Rancho Cucamonga. He also drafted an ordinance for the City of Newport Beach in order to balance the rights of residents to enjoy a residential atmosphere with the rights of persons in alcohol and narcotics recovery to be housed in an environment conducive to their recovery. The ordinance required existing recovery uses to undergo an administrative process to determine whether there was a harmful proliferation of the uses in a particular area zoned single family residential and whether the uses in that area generated negative secondary effects, thereby depreciating the quality of residential life for the residents. The application of the ordinance has significantly reduced the conflict between the two uses and achieved the City Council's objective of balancing the rights in issue.

NEWS

California Supreme Court Grants Review of Landmark Voting Rights Decision

11.23.2020

Challengers to At-Large Elections Must Prove Effect on Election Outcomes

07.16.2020

RECENT PRESENTATIONS

City Attorneys' Spring Conference

League of California Cities, May 2-4, 2018

PUBLICATIONS

The California Legislature Should Establish Water Courts

California Water Law & Policy Reporter, 02.2005

B. Tilden KIM

Shareholder

LOS ANGELES

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E tkim@rwglaw.com



Tilden Kim specializes in representing public entities in public works and infrastructure matters. As counsel to numerous Public Works Departments, Tilden has broad experience helping public entities manage their bidding and construction process. A former Chair of RWG's Litigation Department, he regularly represents RWG clients in the array of disputes that can arise from public projects.

Tilden also is a member of RWG's Water Rights and Water Law focus group. He has significant experience in groundwater management and related litigation, including recent adjudications in the Santa Maria Valley and Anza Valley. Presently, he is part of the RWG working group that is helping Nipomo Community Services District and Marina Coast Water District comply with statutory obligations under the Sustainable Groundwater Management Act.

A key aspect of Tilden's practice is his experience representing clients before California's numerous administrative agencies. He has successfully represented clients before the Public Utilities Commission, Cal-OSHA and the Department of Industrial Relations. For example, Tilden has successfully prevented a major transmission line (Valley Rainbow) from bisecting the Temecula Valley Wine Country. Tilden is currently opposing the Riverside Transmission Reliability Project before the California Public Utilities Commission on behalf of the City of Jurupa Valley. Tilden also regularly works on water-rate cases for many of our public agencies.

WORK FOR CLIENTS

Tilden advises many of RW&G's water-related clients, including but not limited to Nipomo Community Service District, Marina Coast Water District, Antelope Valley-East Kern Water Agency, San Bernardino Municipal Water District, and Beaumont Cherry Valley Water District.

PRACTICE AREAS

Litigation

FOCUS AREAS

Construction & Public Works
Groundwater Management
Insurance Coverage & Claims
Taxes, Assessments & Fees
Water Rights & Water Law
Writs & Appeals

EDUCATION

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

Tilden advises most of the RWG's Public Works Departments, including the Cities of Agoura Hills, Beverly Hills, Buena Park, Fairfield, La Mirada, Mill Valley, Palmdale, Rancho Cucamonga, Seal Beach, Temecula, and Westlake Village.

Tilden regularly works with Public Works staff in establishing a sufficient record for finding bidders to be nonresponsive when they fail to submit a proper bid, thereby minimizing the potential for a lawsuit with a disgruntled bidder. Tilden also works with Public Works staff on payment, performance, and warranty bond issues, and has successfully prosecuted several multi-million dollar recoveries against performance bond sureties and general contractors. Tilden successfully extricates many public entity clients from mechanics liens and other contractor/subcontractor disputes in an economical manner.

HONORS & AWARDS

Best Lawyers 2023, Southern California - Water Law

EXPERIENCE

PUBLISHED OPINIONS

- ▶ ***Barratt American, Inc. v. City of Rancho Cucamonga***, 37 Cal. 4th 685 (2005). Tilden successfully represented the City of Rancho Cucamonga in a challenge under the Mitigation Fee Act to the city's building permit fee structure. In *Barratt*, a real estate developer filed petition for writ of mandate and complaint against the City of Rancho Cucamonga, challenging fees for building permits and plan reviews. Tilden represented the City before the Supreme Court, where it held that: (1) Fees developer paid were not "development project fees" subject to Mitigation Fee Act's individual refund remedy and limitations period; (2) Permit and plan review fees were not "special taxes" subject to penalty or offset under Proposition 62; (3) The City was not required to conduct annual financial audit of revenues received from fees; and (4) Mandamus was not available remedy for city's alleged failure to comply with statutory duty to review and adjust fees.
- ▶ ***City of Santa Maria v. Adam***, 211 Cal.App.4th 266 (2012); ***City of Santa Maria v. Adam***, 248 Cal.App.4th 504 (2016). Tilden represented the Nipomo Community Services District, establishing important precedent that landowner demands for "quiet title" and quantification of future potential prescriptive rights cannot be done without an "overdraft" determination, and a basin-wide quantification of production by overlyers and other pumpers.
- ▶ ***Gonzales v. City of Norwalk***, 17 Cal.App.5th 1295 (2017), reh'g denied, review denied (3/14/18). Proposition 218 class action suit challenging the City's utility user's tax (UUT) on cell phone service. After successive challenges to the pleadings, the trial court sustained the City's demurrer without leave to amend. In affirming, the court of appeal held that a 2007 ordinance - adopted by the City to clarify its UUT following an IRS notice interpreting

provisions of the federal tax code - made a technical change to the City's municipal code. However, it did not "impose, extend or increase" the UUT and therefore, it did not violate Proposition 218 or Proposition 62 as a matter of law. The California Supreme Court denied review. This is an important decision for California cities and sets a precedent for addressing similar "copy cat" suits now pending in various trial courts around the state.

NEWS

Trial Court Rejects Proposition 218 Class Action Challenge to a City's Utility User Tax

04.28.2016

E-Mails Between League of California Cities and City Attorney May Be Public Records

12.16.2015

PRESENTATIONS

Obtaining Workplace Violence and Anti-Harassment Injunctions
California League of Cities

PUBLICATIONS

Peculiar Risk Doctrine: A Criticism of Its Application in California
22 *U.C. Davis Law Review* 215, 1988

Chelsea O'SULLIVAN

Senior Attorney

CENTRAL COAST

T 805.439.3515

E CO'Sullivan@rwglaw.com



Chelsea advises local governments on a wide variety of governmental law, transactional and advisory matters. Her practice focuses on public and land use law issues, including matters relating to CEQA, CESA, the Brown Act, compliance with conflicts of interest rules and the Public Records Act.

PROFESSIONAL EXPERIENCE

Prior to joining Richards, Watson & Gershon, Chelsea worked as an associate for Venable LLP in Washington, D.C. where she gained broad experience in environmental and administrative law. Chelsea has experience advising clients on environmental liability management strategies and environmental due diligence in a variety of transactional contexts and is practiced at assisting clients on environmental and natural resource issues related to infrastructure development.

HONORS & AWARDS

Rising Star in Washington D.C. edition of *Super Lawyers*, 2020

Editor-in-Chief, Virginia Environmental Law Journal, 2014-2015

PRACTICE AREAS

Municipal & Public Agency
Law

Real Estate

FOCUS AREAS

CEQA (California
Environmental Quality Act)
(Environmental)

EDUCATION

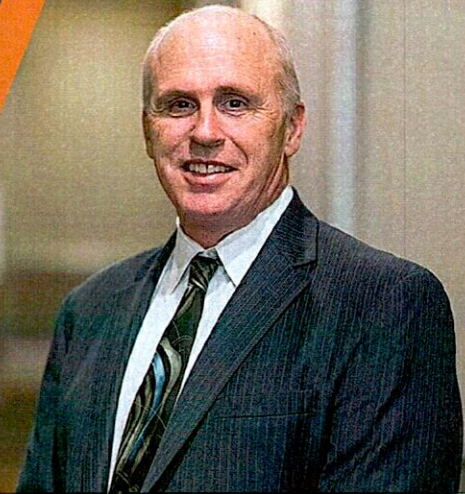
J.D., University of Virginia
School of Law

B.S., Saint Mary's College of
California

Dave FLEISHMAN

Of Counsel

CENTRAL COAST
T 805.439.3515



Dave Fleishman has practiced extensively in the area of public law and in the area of labor and employment law for both public and private employers. His practice has focused on the representation of public agencies in an advisory role as city attorney or general counsel, as well as in public entity defense litigation, including writs and appeals, civil rights, Fair Labor Standards Act, wrongful termination, employment investigations, public contracting, tort claims and code enforcement. He has also represented private employers throughout California in wrongful termination, wage and hour, and other employment matters.

WORK FOR CLIENTS

He currently serves as City Attorney for the City of Pismo Beach and the City of Solvang. He formerly served as City Attorney for the cities of Guadalupe, Pacific Grove and Solvang, and deputy city attorney for the City of Atascadero. He also previously served as assistant city attorney for the City of Morro Bay. He was formerly Assistant General Counsel for the Cambria Community Services District and the Los Osos Community Services District. He also previously served as General Counsel for the San Simeon Community Services District. He has served as special counsel for the City of Torrance and City of Seal Beach civil service commissions. He has represented over 40 cities and special districts in California and Nevada in various labor and employment matters.

PROFESSIONAL EXPERIENCE

Prior to returning to Richards, Watson & Gershon, where he began his legal career in 1991, Dave was a partner for nearly 25 years in the law firm of Hanley & Fleishman, LLP, which focused on public agency representation throughout California.

PRACTICE AREAS

Labor & Employment
Municipal & Public Agency
Law

FOCUS AREAS

Personnel & Human Resources
Public Records & E-Documents
Public Works & Public
Contracting

EDUCATION

J.D. *cum laude*, University of
Arizona School of Law
A.B., University of California,
Berkeley

PROFESSIONAL AND COMMUNITY AFFILIATIONS

Chairperson, Legal Advocacy Committee, League of California Cities, 2018-19, Member 2017-18, 2012-14

Past President, City Attorneys Department, League of California Cities, 2021-2022

Member of Ad Hoc Committee - League of California Cities City Attorneys Department Listserv

Moderator – League of California Cities City Attorneys Department Listserv

Legislative Consultant – League of California Cities

EXPERIENCE

PUBLISHED OPINIONS

▶ *George v. City of Morro Bay*, 177 F. 3d. 885 (9th Cir. 1999)

NEWS

Supreme Court Reaffirms "California Rule" for Public Agency Employee Pensions and Upholds PEPPRA Changes
07.31.2020

PRESENTATIONS

Email and E-Records Retention Issues under the Public Records Act
League of California Cities City Attorneys Conference, 05.2013

Dealing With Disruptive Members of the Public
League of California Cities Annual Conference, 10.2002

PUBLICATIONS

Paper Terrorism: The Impact of the "Sovereign Citizen" on Local Government
Public Law Journal, Vol. 27, No. 2, 2004

Featured Lawyer
Wired Lawyers, 11 *Law Office Computing* 2, April/May 2001

Steven NGUY

Senior Attorney

SAN FRANCISCO

T 415.421.8484

E snguy@rwglaw.com



Steven represents municipalities and public entities in both state and federal courts in litigation matters. Steven has experience litigating a wide variety of public law issues including land use and planning, constitutional law, and public works. Steven works closely with police agencies on policies to effectuate effective community service and policing.

WORK FOR CLIENTS

Steven has represented the cities of Fairfield and Mill Valley, the Marin Emergency Radio Authority, and the Ross Valley Fire Service.

PROFESSIONAL EXPERIENCE

During law school, Steven served as a judicial extern for the Ninth Circuit Court of Appeals. Prior to joining RWG in 2016, Steven worked on complex corporate transactions as a corporate attorney at Simpson, Thacher & Bartlett LLP.

HONORS & AWARDS

Witkin Award for highest grade in Administrative Law, 2015

PROFESSIONAL AND COMMUNITY AFFILIATIONS

Member, San Francisco Bar Association

Member, Alameda County Bar Association

Member, Solano County Bar Association

PRACTICE AREAS

Litigation
Municipal & Public Agency
Law

FOCUS AREAS

Civil Litigation
Constitutional & Civil Rights
Issues
Municipal Code Enforcement
Police Practices (Litigation)
Writs & Appeals

EDUCATION

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

B.A., University of California,
Davis

COURTS

California

Exhibit 2
State of California Statement of Information



BA20221029853

B1201-3742 10/25/2022 12:41 PM Received by California Secretary of State



STATE OF CALIFORNIA
Office of the Secretary of State
STATEMENT OF INFORMATION
CORPORATION

California Secretary of State
 1500 11th Street
 Sacramento, California 95814
 (916) 653-3516

For Office Use Only

-FILED-

File No.: BA20221029853

Date Filed: 10/25/2022

Entity Details			
Corporation Name	RICHARDS, WATSON & GERSHON, A PROFESSIONAL CORPORATION		
Entity No.	0876003		
Formed In	CALIFORNIA		
Street Address of Principal Office of Corporation			
Principal Address	350 SOUTH GRAND AVENUE, 37TH FLOOR LOS ANGELES, CA 90071		
Mailing Address of Corporation			
Mailing Address	350 SOUTH GRAND AVENUE, 37TH FLOOR LOS ANGELES, CA 90071		
Attention			
Street Address of California Office of Corporation			
Street Address of California Office	350 SOUTH GRAND AVENUE, 37TH FLOOR LOS ANGELES, CA 90071		
Officers			
Officer Name	Officer Address	Position(s)	
CRAIG A. STEELE	350 SOUTH GRAND AVENUE, 37TH FLOOR LOS ANGELES, CA 90071	Chief Executive Officer	
Kayser O. Sume	350 South Grand Avenue, 37th Floor Los Angeles, CA 90071	Secretary, Chief Financial Officer	
Additional Officers			
Officer Name	Officer Address	Position	Stated Position
None Entered			
Directors			
Director Name	Director Address		
Laurence S. Wiener	350 South Grand Avenue, 37th Floor Los Angeles, CA 90071		
Ginetta L. Giovinco	350 South Grand Avenue, 37th Floor Los Angeles, CA 90071		
David M. Snow	350 South Grand Avenue, 37th Floor Los Angeles, CA 90071		
The number of vacancies on Board of Directors is: 0			
Agent for Service of Process			
Agent Name	KAYSER O. SUME		
Agent Address	350 SOUTH GRAND AVENUE, 37TH FLOOR LOS ANGELES, CA 90071		
Type of Business			
Type of Business	LAW FIRM		

Email Notifications	
Opt-in Email Notifications	Yes, I opt-in to receive entity notifications via email.
Labor Judgment	No Officer or Director of this Corporation has an outstanding final judgment issued by the Division of Labor Standards Enforcement or a court of law, for which no appeal therefrom is pending, for the violation of any wage order or provision of the Labor Code.
Electronic Signature	<input checked="" type="checkbox"/> By signing, I affirm that the information herein is true and correct and that I am authorized by California law to sign.
<i>Lena Chiang Goff</i>	<i>10/25/2022</i>
Signature	Date

RICHARDS WATSON GERSHON

SACRAMENTO OFFICE

2300 N Street, Suite 3
Sacramento, CA 95816
Telephone: 916.244.2022
Facsimile: 800.552.0078
e-mail: sac@rwglaw.com

CENTRAL COAST OFFICE

847 Monterey Street, Suite 206
San Luis Obispo, California 93401
Telephone: 805 439.3515
Facsimile: 800.552.0078
e-mail : cc@rwglaw.com

LOS ANGELES OFFICE

350 South Grand Avenue, 37th Floor
Los Angeles, California 90071
Telephone: 213.626.8484
Facsimile: 213.626.0078
e-mail: la@rwglaw.com

SAN FRANCISCO OFFICE

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San Francisco, California 94104
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e-mail: sf@rwglaw.com

ORANGE COUNTY OFFICE

1 Civic Center Circle, PO Box 1059
Brea, California 92822-1059
Telephone: 714.990.0901
Facsimile: 714.990.6230
e-mail: oc@rwglaw.com

TEMECULA OFFICE

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Temecula, California 92590-2764
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