
DATE: October 23, 2012

TO: Chair and Members of the Milpitas Oversight Board

FROM: Bruce Knopf, Member, Milpitas Oversight Board
Michael Mendizabal, Vice Chair, Milpitas Oversight Board
Thomas C. Williams, City Manager, City of Milpitas acting as the Milpitas
Successor Agency

SUBJECT: Contract for Oversight Board Legal Counsel

RECOMMENDED ACTION

Consider proposed Resolution approving the following actions:

- A. Select the firm of Miller & Owen as legal counsel to the Milpitas Oversight Board;
- B. Authorize the Successor Agency, or alternative administrative entity as may be directed by the Oversight Board, to enter into a contract for legal services effective October 23, 2012 and incorporating by reference the Miller & Owen proposal dated October 12, 2012, for an initial term through June 30, 2013, and incorporating a fee cap of \$80,000;
- C. Authorize the Successor Agency to create an enforceable obligation on the ROPS for the Oversight Board's contract for legal services, not to be considered part of the Successor Agency Administrative Cost or the Administrative Cost Cap; and,
- D. Delegate to the Chair of the Oversight Board, authority to execute the contract and any and all documents necessary to implement a contract with Miller & Owen.

BACKGROUND

At the meeting of October 4, 2012, the Oversight Board created a Subcommittee chaired by Member Knopf and including Vice Chair Mendizabal and City Manager Tom Williams to solicit proposals, conduct interviews and bring to the Oversight Board a recommendation for award of a contract for legal services.

DISCUSSION

Criteria

As a first step, the Subcommittee developed the following criteria for evaluating potential firms, including:

- A. Familiarity with redevelopment.
- B. Ability to not be conflicted out through past or current representation of redevelopment agencies and/or successor agencies either due to issues of either direct or positional conflict.
- C. Ability to advise the Board as client and assist the Oversight Board as needed to exercise fiduciary duties both to (a) holders of enforceable obligations, and (b) to taxing entities in the County that benefit from distribution of property tax and other revenues.

- D. The expertise to advise the Board as to appropriate action within real estate and contract law associated with the Board's charge to consider renegotiation, termination or cancellation of contracts of the Successor Agency as the most prudent action with respect to fiduciary duty to the taxing entities.
- E. A multi person firm with in-house capacity and expertise to undertake litigation in Sacramento Superior Court (the venue for all RDA dissolution litigation) if needed.

Candidate Pool

In order to develop an initial pool of candidates, the Subcommittee utilized the competitive recruitment process recently conducted by the City of San Jose Oversight Board (attached RFP dated July 12, 2012). Four firms responded to the San Jose solicitation:

- 1. Atkinson, Andelson, Loya, Ruud & Romo, Patrick Gunn
- 2. Meyers Nave. Steven T. Mattas
- 3. Miller & Owen, Nancy Miller
- 4. Nossaman LLP, F. Gale Conner

Upon the recommendation of the Dean of Lincoln Law School, the following two firms with extensive redevelopment experience were added:

- 5. Berliner Cohen
- 6. Hopkins & Carley

Three of the above firms (Meyers Nave; Berliner Cohen; and Hopkins & Carley) were eliminated or eliminated themselves following a conflict review, based on their having represented the City of Milpitas and/or its former Redevelopment Agency. Two other firms recently engaged by several oversight boards in San Mateo County were initially considered (Craig Labadie, Labadie Law Group; and Offices of Gary Baum), but were not pursued due to their being sole practitioners (Criterion E).

Vice Chair Mendizabal and Member Knopf subsequently conducted telephone interviews with Atkinson, Andelson, et al; Miller & Owen; and Nossaman, LLP and invited written proposals. Proposals from Miller & Owen, and Nossaman, LLP are attached. The firm of Atkinson, Andelson, et al intends to submit a proposal prior to the October 23, 2012 Oversight Board meeting. Their proposal will be similar to the proposal submitted to the San Jose Oversight Board (attached for convenience of the Board).

Nossaman, LLP has been engaged by the San Jose Oversight Board, and they are currently engaged by Los Angeles County to advise the County's Auditor-Controller in audits of former redevelopment agencies. They are based in San Francisco, with offices in Sacramento, Los Angeles and Orange County. The fee structure varies depending on assigned staff, but the billing rate for Partner would be \$360 per hour.

Miller & Owen was recently selected to represent the Morgan Hill Oversight Board. They are based in Sacramento, and have broad experience in California Redevelopment Law, municipal finance, and real estate transactions. The fee structure depends on assigned staff, and the public agency billing rate for Partner would be \$290 per hour. The firm does not charge for travel time.

Atkinson, Andelson, et al would serve the Oversight Board out of its Northern California Pleasanton Office with support from team members based in Cerritos and San Diego. The firm has a well established broad general practice including municipal governance, and redevelopment practice representing school districts. The billing rate for Partners and senior counsel would be \$270 per hour.

FISCAL/RESOURCE IMPACT

The cost of Successor Agency staff engaged in winding down the affairs of the former Milpitas Redevelopment Agency is currently at the allowable ROPS cap for administrative cost. During discussion of the Board at its meeting of October 4, 2013 Board Chair Gage suggested that other oversight boards, including Santa Clara have authorized the successor agency to create an enforceable obligation on future ROPS to reimburse/repay the City from distribution of RPTIF funds.

Invoices for payment shall be approved by the Chair of the Oversight Board, and the approved amounts shall be promptly paid by the entity administering the contract. In all cases, the Chair of the Oversight Board shall provide for confidential retention of billing detail under attorney-client privilege.

RECOMMENDATION

Based on the proposals received, interviews conducted and professional references that have been checked, the Subcommittee recommends that the Oversight Board select the firm of Miller & Owen as counsel and that the Board approve the proposed Resolution.

Attachments:

San Jose Solicitation for Legal Services, July 12, 2012

Miller & Owen Proposal to Milpitas Oversight Board October 12, 2012

Nossaman, LLP Proposal to Milpitas Oversight Board October 10, 2012

Atkinson, Andelson, Loya, Ruud & Romo Proposal to San Jose Oversight Board August 3, 2012

REQUEST FOR QUALIFICATIONS

RFQ Number: # 12-13 SARA-01

RFQ NAME:

REDEVELOPMENT DISSOLUTION COUNSEL

RFQ release date:	July 12, 2012
Contact name:	Ms. Patricia Deignan Office of the City Attorney City of San Jose 200 East Santa Clara Street, 16 th Floor San Jose, CA 95113
E-mail address:	patricia.deignan@sanjoseca.gov
Deadline for questions and objections:	July 25, 2012, 1:00 PM (Pacific)
RFQ due date:	August 3, 2012
Received by:	3:00 PM (Pacific)
Location:	patricia.deignan@sanjoseca.gov

July 12, 2012

Request for Qualifications Redevelopment Dissolution Counsel

GENERAL INFORMATION

Pursuant to ABX1 26, found at California Health and Safety Code Sections 34161 et. seq., as of February 1, 2012, the Redevelopment Agency of the City of San Jose ("Agency") has been dissolved by operation of law, and the City of San Jose, as successor to the former Agency ("Successor Agency"), is required by law to wind down the affairs of the former Agency. The purpose of the new law is to allocate the tax revenues otherwise used to finance redevelopment activities to other taxing entities, such as cities, counties, school districts and special districts, after the obligations of the former redevelopment agency have been satisfied.

The former Agency had been active for fifty-six years and currently has assets in excess of \$250 million consisting of real estate, accounts receivable, and personal property that the Successor Agency is charged with disposing. The Successor Agency is required to continue to pay enforceable obligations, as that term is defined in the law, and perform such other obligations as required of the former Agency by law or contract. Finally, the Successor Agency is required to enforce the rights of the former Agency for the benefit of the taxing entities, including collection of revenues that were due to the former Agency.

Certain actions of the Successor Agency are reviewed by an Oversight Board, made up of individuals appointed as designated in the law (Health and Safety Code Section 34179). The Oversight Board is deemed a local agency for purposes of the Ralph M. Brown Act, the California Public Records Act, and the Political Reform Act of 1974. The Successor Agency provides staff for the Oversight Board. The Oversight Board for the San Jose Successor Agency meets on the first Thursday of each month in the Council Chambers at San Jose City Hall located at 200 East Santa Clara Street, San Jose.

The Oversight Board for the San Jose Successor Agency consists of:

Appointed by City of San Jose:

- Chuck Reed, Mayor, City of San Jose
- Norberto Duenas, Deputy City Manager, City of San Jose

Appointed by County of Santa Clara:

- Emily Harrison, Deputy County Executive, County of Santa Clara
- Jai Singh, Controller-Treasurer Division Manager, County of Santa Clara

Appointed by Santa Clara Valley Water District:

- Don Gage, District Director

Appointed by Chancellor of California Community Colleges:

- Ed Maduli, Vice Chancellor

Appointed by the Santa Clara County Office of Education:

- Kenneth Shelton, Chief Business Officer

The Successor Agency is seeking a firm with expertise to provide legal services to the Oversight Board of the Successor Agency to the Redevelopment Agency in the event that there is a conflict of interest between the Oversight Board and the Successor Agency. Pursuant to Section 700 of the Rules of Conduct adopted by the Oversight Board on April 12, 2012, the Oversight Board "shall consult with Outside Counsel from time to time: (i) upon a request to consult with Outside Counsel by any member and the affirmative vote of four members of the Board, or (ii) whenever the interests of the Successor Agency and the Board actually conflict, as that term is used by Rule 3-310 of the California Rules of Professional Conduct."

Legal services may include but are not limited to: advice, consultation, legal research, negotiations, meetings and opinions regarding the dissolution activities of the Successor Agency and any actions or documents relating thereto. Legal services may also include litigation and consultation and advice related to litigation.

I. STATEMENT OF QUALIFICATION REQUIREMENTS

The Statement of Qualifications ("SOQ") submitted in response to this Request for Qualifications ("RFQ") must be no more than **6 pages** (excluding attachments and appendices) using a typeface font of no less than **12 pitch**. Appendices and attachments **are not required** to use a typeface font of at least 12 pitch. Please take care that all attachments and appendices are readable.

The SOQ must address each of the questions listed in Section III below in the order specified. The attachment of a firm resume in lieu of responding to one or more of the questions set forth in Section III is not recommended.

Each SOQ will be reviewed to determine if all required documentation and information was included with the submittal and if the respondent has met the minimum qualifications specified in Section II. If a respondent fails to provide the required documentation and information or fails to meet the minimum qualifications, the SOQ may be deemed non-responsive. A non-responsive SOQ will be eliminated from further consideration.

SOQs must be sent via email addressed to patricia.deignan@sanjoseca.gov and received no later than 3:00 p.m. (Pacific Time) on August 3, 2012. Late submissions will not be considered. Please use PDF (portable document format) for the submission of your SOQs. Respondents should not include any executable or zip files in or with their SOQs.

Please take note that the deadline for submitting inquiries or requests for clarifications is 1:00 p.m. (Pacific Time) on July 25, 2012. We will not respond to inquiries or requests for clarifications submitted after the deadline. Please see Section V.A. below for the instructions on submitting inquiries or requests for clarifications.

II. MINIMUM QUALIFICATIONS

A. California Bar Membership

All attorneys of the firm who provide services to the Successor Agency must be members in good standing of the State Bar of California.

B. Experience in Applicable Areas of Law

The selected firm, or the attorneys of the firm who will provide services to the Oversight Board of the Successor Agency to the Redevelopment Agency, must have at least five years experience in two or more of the following areas:

1. Corporate Dissolution
2. California Redevelopment Law
3. Commercial Real Estate
4. Municipal Finance

III. STATEMENT OF QUALIFICATION QUESTIONS

Please address each of the following questions:

A. Minimum Qualifications

Please state whether your firm meets the minimum qualifications specified in Section II.

B. Individual or Firm Experience

1. Briefly describe your firm's practice and provide a short history of the firm.
2. In an appendix, please provide the following information regarding the minimum requirements specified in Section II: client name, the name of the contact person who is able to provide a reference, a description of the nature of the work, the size and complexity of the project.

C. Services to be Provided -- Attorneys to be Assigned

1. Please provide the following information for each attorney proposed to be assigned to work specified in this RFQ. Please designate which attorney will serve as the lead attorney.
 - a. Name.
 - b. Date of Admission to the California Bar.

- c. Description of any pending disciplinary proceedings in California or elsewhere.
 - d. Office Location.
 - e. Length of employment with the firm.
 - f. Experience with respect to the matters specified in Section II, including at least three (3) specific transactions and three (3) plan adoptions or significant amendments.
2. Please also attach as an appendix the resume of each attorney to be assigned.

D. Fee Structure

Please describe your firm's fee structure with respect to proposed work. Please address each of the categories specified below:

1. Whether the firm would be willing to agree to a fee cap.
2. The standard hourly rate of each attorney and legal assistant who would be assigned to the Successor Agency project.
3. A list of reimbursable expenses and the rate charged for each.
4. Any reduced fees offered to other municipalities, governmental entities or nonprofit organizations.
5. Any other fees or charges.

E. References

Please provide two California public agency references for the lead attorney proposed to be assigned, including the reference's name, title, contact information and the description of the redevelopment issue(s) on which the attorney worked. It is our preference that at least one of the references be the public agency's in-house counsel.

F. Conflict of Interest

Please identify any potential conflicts of interest your firm might have in providing services to the Oversight Board of the Successor Agency to the Redevelopment Agency, including but not limited to, (1) representation of any party who may have any interest in real property located in a redevelopment project area within the City of San Jose ("City"), (2) representation of any of the affected "taxing entities" (as defined in section 34171(e) of Health and Safety Code), or (3) representation of any member of the Oversight Board, or the appointing authority of the Oversight Board members.

G. Litigation or Administrative Proceedings

1. Please state whether or not there is any pending litigation involving the firm or any attorney in the firm arising from legal services provided by the attorney or the firm. If the answer is yes, please describe the nature and the status of the litigation.
2. Are there any pending criminal or administrative actions (including disciplinary matters) involving the firm or any attorney in the firm which arise from legal services provided by the attorney or the firm? If yes, please describe the nature of such actions and the status.
3. For the types of actions described in question G-2, please state whether any such actions have been brought since January, 2003. If yes, please explain.

H. Debarments or Suspensions

Please indicate whether your firm, or any individual attorneys who are principals, partners or employees of your firm, have been debarred or suspended by any public entity from obtaining or performing a contract.

IV. SELECTION PROCESS AND EVALUATION CRITERIA

A. Selection Process

The responses to the RFQ will be evaluated by a 3-person panel selected by the City Attorney. The panel will include two representatives of the City Attorney's Office and one attorney representing an affected taxing entity ("Evaluation Panel").

Set forth below are the criteria that the Evaluation Panel will use to evaluate responses to this RFQ. The Evaluation Panel will evaluate the SOQs of the firms that have met the minimum qualifications. The Evaluation Panel reserves the right to interview prospective firms prior to making its selection. The Successor Agency also reserves the right to rely on information from sources other than the information provided by the respondents.

In order to be considered for selection, a firm must receive a minimum score of **70 points**.

Based on the recommendation of the Evaluation Panel, the Successor Agency will bring the proposed selection to the Oversight Board of the Successor Agency for approval.

B. Evaluation Criteria

The responses to this RFQ will be evaluated based on the following factors:

1. Firm Experience (30 points total).

Quality and depth of experience(s) and expertise with California redevelopment issues.

2. Assigned Staff (40 points total).

- a. Professional and educational qualifications. (10 points)
 - b. Quality and depth of experience(s) and expertise with California redevelopment issues. (30 points)
3. Fee Structure (20 points).
 4. Responsiveness of SOQ (10 points).

Overall organization and quality of SOQ, including cohesiveness, conciseness, clarity of response and attention to detail.

V. MISCELLANEOUS MATTERS

A. Additional RFQ Information

The Successor Agency will not be responsible for, nor be bound by, any oral instructions or explanations issued by its representatives. Questions or requests for additional information or clarifications regarding this RFQ must be submitted prior to July 25, 2012 by email to Patricia Deignan, Chief Deputy City Attorney at patricia.deignan@sanjoseca.gov. Any response to questions or requests for additional information or clarifications will be in the form of an addendum to this RFQ and will be posted on DemandStar. All addenda shall become part of this RFQ.

The deadline for submitting inquiries or requests for clarifications is 1:00 p.m. (Pacific Time) on July 25, 2012. We will not respond to inquiries or requests for clarifications submitted after the deadline.

B. Public Nature of Proposal Material

All correspondence with the City Attorney's Office including responses to this RFQ will become the exclusive property of the Successor Agency and will become public records under the California Public Records Act (Cal. Government Code Section 6250 et seq.) All documents that you send to the City Attorney's Office will be subject to disclosure if requested by a member of the public. There are a very limited number of narrow exceptions to this disclosure requirement.

Therefore, any proposal which contains language purporting to render all or significant portions of their proposal "Confidential", "Trade Secret" or "Proprietary", or fails to provide the exemption information required as described below will automatically be considered a public record in its entirety and shall be disclosed to the requesting party without further consideration or notice.

Do not mark your entire proposal as "confidential".

The City Attorney's Office will not disclose any part of any proposal before it announces a recommendation for award, on the ground that there is a substantial public interest in not disclosing proposals during the evaluation process. After the announcement of a recommended award, all proposals received in response to this RFQ will be subject to public disclosure. If you believe that there are portion(s) of your

proposal which are exempt from disclosure under the Public Records Act, you must mark it as such and state the specific provision in the Public Records Act which provides the exemption as well as the factual basis for claiming the exemption. For example, if you submit trade secret information, you must plainly mark the information as "Trade Secret" and refer to the appropriate section of the Public records Act which provides the exemption as well as the factual basis for claiming the exemption.

Although the California Public Records Act recognizes that certain confidential trade secret information may be protected from disclosure, the City Attorney's Office may not be in a position to establish that the information that a Proposer submits is a trade secret. If a request is made for information marked "Confidential", "Trade Secret" or "Proprietary", the City Attorney's Office will provide Proposers who submitted the information with reasonable notice to seek protection from disclosure by a court of competent jurisdiction.

C. Costs

All costs associated with responding to this request are to be borne by the respondent.

D. Effect of RFQ

The Successor Agency reserves the right to terminate this selection process at any time, to accept or reject any or all SOQs, to alter the selection process in any way, to postpone the selection process for its own convenience at any time, and to waive any defects in the SOQ. The Successor Agency is not obligated to proceed with hiring any counsel as a result of this RFQ. This RFQ supersedes any RFQ previously issued by this Office and any previous submission by a firm with respect to legal services set forth in this RFQ.

This RFQ and the interview process shall in no way be deemed to create a binding contract or agreement of any kind between the Successor Agency and the respondent. A consultant agreement, in a form to be provided by the Successor Agency, will form the basis of the contract between the parties.

E. Process Integrity Guidelines

Proposers may be disqualified from the procurement without further consideration for any of the following:

1. Evidence of collusion, directly or indirectly, among Proposers in regard to the amount, terms, or conditions of this proposal.
2. Failure to direct all questions/inquiries through the purchasing contact listed in this document.
3. Offering gifts or souvenirs, even of minimal value, to officers or employees of the Successor Agency or to members of the Oversight Board.
4. Any attempt to improperly influence any member of the selection staff.

5. Existence of any lawsuit, unresolved contractual claim or dispute between Proposer and any taxing entity in Santa Clara County.
6. Evidence of submitting incorrect information in the response to a solicitation or misrepresenting or failing to disclose material facts during the evaluation process.
7. Evidence of Proposer's inability to successfully complete the responsibilities and obligations of the proposal.
8. Proposer's default under any agreement, resulting in termination of such Agreement.

F. Additional Matters

1. The Successor Agency reserves the right to waive any informality or irregularity in any SOQ.
2. The Successor Agency reserves the right to negotiate the fees of the selected firm.
3. Attachment A is the current insurance requirements that a selected firm must carry. Please note that these requirements are subject to change. Proof of such insurance coverage is not required to be submitted with the SOQ.

ATTACHMENT A

INSURANCE

CONSULTANT, at CONSULTANT's sole cost and expense, shall procure and maintain for the duration of this AGREEMENT insurance against claims for injuries to persons or damages to property which may arise from, or in connection with, the performance of the services hereunder by CONSULTANT, its agents, representatives, employees or subcontractors.

A. Minimum Scope of Insurance

Coverage shall be at least as broad as:

1. The coverage provided by Insurance Services Office Commercial General Liability coverage ("occurrence") Form Number CG 0001; and
2. The coverage provided by Insurance Services Office Form Number CA 0001 covering Automobile Liability. Coverage shall be included for all owned, non-owned and hired automobiles; and
3. Workers' Compensation insurance as required by the California Labor Code and Employers Liability insurance; and
4. Professional Liability Errors & Omissions for all professional services.

There shall be no endorsement reducing the scope of coverage required above unless approved by the CITY's Risk Manager.

B. Minimum Limits of Insurance

CONSULTANT shall maintain limits no less than:

1. Commercial General Liability: \$1,000,000 per occurrence for bodily injury, personal injury and property damage. If Commercial Liability Insurance or other form with a general aggregate limit is used, either the general aggregate limit shall apply separately to this project/location or the general aggregate limit shall be twice the required occurrence limit; and
2. Automobile Liability: \$1,000,000 combined single limit per accident for bodily injury and property damage; and

3. Workers' Compensation and Employers Liability: Workers' Compensation limits as required by the California Labor Code and Employers Liability limits of \$1,000,000 per accident; and
4. Professional Liability Errors & Omissions \$1,000,000 per occurrence/ aggregate limit.

C. Deductibles and Self-Insured Retentions

Any deductibles or self-insured retentions must be declared to, and approved by the Successor Agency. At the option of the Successor Agency, either: the insurer shall reduce or eliminate such deductibles or self-insured retentions as respects the Successor Agency, its officers, employees, agents and contractors; or CONSULTANT shall procure a bond guaranteeing payment of losses and related investigations, claim administration and defense expenses in an amount specified by the Successor Agency.

D. Other Insurance Provisions

The policies are to contain, or be endorsed to contain, the following provisions:

1. Commercial General Liability and Automobile Liability Coverages
 - a. The City of San Jose acting in its capacity as the Successor Agency, its officers, employees, agents and contractors are to be covered as additional insureds as respects: Liability arising out of activities performed by or on behalf of, CONSULTANT; products and completed operations of CONSULTANT; premises owned, leased or used by CONSULTANT; and automobiles owned, leased, hired or borrowed by CONSULTANT. The coverage shall contain no special limitations on the scope of protection afforded to the Successor Agency, its officers, employees, agents and contractors.
 - b. CONSULTANT's insurance coverage shall be primary insurance as respects the Successor Agency, its officers, employees, agents and contractors. Any insurance or self-insurance maintained by CITY acting in its capacity as Successor Agency, its officers, employees, agents or contractors shall be excess of CONSULTANT's insurance and shall not contribute with it.
 - c. Any failure to comply with reporting provisions of the policies by CONSULTANT shall not affect coverage provided the Successor Agency, its officers, employees, agents, or contractors.
 - d. Coverage shall state that CONSULTANT's insurance shall apply separately to each insured against whom claim is made or suit is brought, except with respect to the limits of the insurer's liability.

- e. Coverage shall contain a waiver of subrogation in favor of the Successor Agency, its officers, employees, agents and contractors.

2. Workers' Compensation and Employers' Liability

Coverage shall contain waiver of subrogation in favor of the Successor Agency, its officers, employees, agents and contractors.

3. All Coverages

Each insurance policy required by this AGREEMENT shall be endorsed to state that coverage shall not be suspended, voided, cancelled, or reduced in limits except after thirty (30) days' prior written notice has been given to the Successor Agency, except that ten (10) days' prior written notice shall apply in the event of cancellation for nonpayment of premium.

E. Acceptability of Insurers

Insurance is to be placed with insurers acceptable to the Successor Agency.

F. Verification of Coverage

CONSULTANT shall furnish the Successor Agency with certificates of insurance and with original endorsements affecting coverage required by this AGREEMENT. The certificates and endorsements for each insurance policy are to be signed by a person authorized by that insurer to bind coverage on its behalf.

Proof of insurance shall be either emailed in pdf format to : Riskmgmt@sanjoseca.gov, or mailed to the following postal address or any subsequent address as may be directed in writing by the Risk Manager:

City of San Jose—Finance
Risk Management
200 East Santa Clara Street, 13th Floor Tower
San Jose, CA 95113-1905

G. Subcontractors

CONSULTANT shall include all subcontractors as insureds under its policies or shall obtain separate certificates and endorsements for each subcontractor.

MILLER & OWEN
A PROFESSIONAL CORPORATION

PAUL J. CHRISMAN
JENNIFER V. GORE
CHRISTIANE E. LAYTON
MATTHEW M. McOMBER
MADELINE E. MILLER
NANCY C. MILLER
WILLIAM L. OWEN

ATTORNEYS AT LAW
428 J STREET, SUITE 400
SACRAMENTO, CALIFORNIA 95814-2394

TELEPHONE (916) 447-7933
FACSIMILE (916) 447-5195

October 12, 2012

Bruce Knopf
Director, Asset and Economic Development
County of Santa Clara
70 West Hedding Street
11th Floor, East Wing
San Jose, CA 95110

Via Electronic Mail

Re: *General Legal Services Request For Qualifications*

Dear Mr. Knopf:

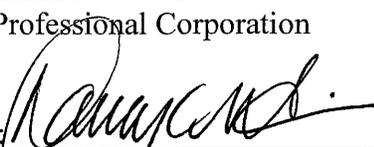
Miller & Owen is pleased to submit this proposal in response to your Request for Qualifications for Legal Services. Our firm currently provides special counsel services to a number of redevelopment successor agencies in the region, which I believe will allow us to provide cost effective and superior legal services to the Milpitas Oversight Board. I will be the lead attorney and have the authority to negotiate on behalf of, and to contractually bind, the firm.

Miller & Owen is a small firm specializing in direct partner contact with each of our clients. Our rates are provided in Section D, Page 4 of the attached proposal.

We look forward to discussing our proposal with you further. Please do not hesitate to call us if you have any questions or concerns.

Very truly yours,

MILLER & OWEN
A Professional Corporation

By: 

Nancy C. Miller

NCM:edf

Enclosure

cc: Mike Mendizabal
Tom Williams

OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY FOR THE CITY OF MILPITAS

MILLER & OWEN

RESPONSE TO REQUEST FOR QUALIFICATIONS

OCTOBER 12, 2012

MILLER & OWEN
A Professional Corporation
428 J Street, Suite 400
Sacramento, CA 95814
Telephone: (916) 447-7933
Facsimile: (916) 447-5195

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A. MINIMUM QUALIFICATIONS

Miller & Owen meets the minimum qualifications set forth in Section II of the Request for Qualifications for Redevelopment Dissolution Counsel.

1. All of the firm's attorneys are members in good standing of the California State Bar; and
2. The firm and the attorneys of the firm that will provide services to the Oversight Board have more than five years experience in: (1) California Redevelopment Law; (2) Municipal Finance; and (3) Real Estate transactions.

B. INDIVIDUAL AND FIRM EXPERIENCE

Miller & Owen is a professional law corporation that has provided specialized legal services since 1978. Miller & Owen specializes in public agency law, representing various governmental entities, including redevelopment agencies, successor agencies, oversight boards, cities, counties, LAFCo's, transportation planning agencies, joint powers agencies, and other special districts. The firm's broad and diverse experience gives its attorneys the ability to skillfully handle nearly any transactional or litigation matter with which our clients need assistance, including matters in each of the following practice areas: California Redevelopment Law, Public Financing, Real Property Development and Disposition, Litigation, Labor and Employment Law, Land Use and Environmental Law, Open Meeting and Public Records Act compliance, Political Reform Act compliance, Contract Law, and all other areas of public law.

Miller & Owen is a small firm, located in Sacramento, that emphasizes close relationships, and direct partner participation with all clients. Although the firm assigns a partner to be responsible for assuring that the client's work is performed well and efficiently, the firm has a team approach to client representation. All of the firm's attorneys are familiar with the firm's clients. The partner is expected to utilize associate attorneys, when appropriate, to provide services in an efficient and cost-effective manner. We typically are under budget and work hard to avoid litigation by working closely with staff and our Agency Boards to anticipate problems and respond accordingly.

The firm consists of seven (7) attorneys, including Nancy C. Miller, William Owen, Christiane Layton, Paul Chrisman, Madeline Miller, Jennifer Gore, and Matthew McOmer. Collectively, the firm's attorneys have more than one hundred (100) years experience representing local government agencies in California. As a small firm, Miller & Owen limits the clients it represents, and if selected by the Oversight Board, would ensure that it has the availability to provide exemplary services in a timely and cost-effective manner.

The firm's managing shareholder is Nancy C. Miller. Ms. Miller is named as a "preeminent lawyer," the highest ranking by Martindale Hubbell, and the firm has received an AV rating, the highest rating a law firm can receive from this nationally recognized legal reference publication, signifying preeminent levels of legal ability and the highest ethical standards. Further, since 2004, Ms. Miller has been rated as a "Super Lawyer" in her field by her peers through the independent research of *Law & Politics Magazine*. William L. Owen practices with the firm in an "of counsel" capacity and is the former acting City Attorney of the cities of Roseville, Davis

and Sacramento. Mr. Owen has extensive experience in managing complex litigation and appellate matters. The firm is a Women's Business Enterprise (WBE), a small business certified by the State of California, and is an equal opportunity employer.

The firm has extensive experience representing local public agencies in the practice areas for which the Oversight Board is seeking legal services. Additional detail about the firm's knowledge, ability, and experience is provided in the Firm Resume, attached hereto as Appendix A, including client names, contact persons able to provide a reference, a description of the nature of the work, and the size and complexity of the project.

C. SERVICES TO BE PROVIDED – ATTORNEYS TO BE ASSIGNED

The proposed team for providing services to the Oversight Board, should the need for "Outside Counsel" arise, would consist of Nancy C. Miller (Co-Lead Attorney), Jennifer Gore (Co-Lead Attorney), Paul Chrisman, and Madeline Miller. Ms. Gore and Ms. Nancy Miller would work together closely as Co-Lead Attorneys to ensure the provision of cost-effective services to the Oversight Board. Attorneys would be assigned to matters based on their expertise, and Ms. Gore would be available to attend Oversight Board meetings on an as needed basis. Information on each attorney's qualifications is provided below, and resumes for each attorney are attached hereto as Appendix B.

Nancy C. Miller (Co-Lead Attorney)

Ms. Miller has been a member in good standing of the California State Bar since December 1978, and has never been the subject of a disciplinary proceeding in California or elsewhere. Ms. Miller has been a principal of Miller & Owen, located in Sacramento, California, since 1983. In her representation of public entities Ms. Miller, advises public bodies on issues of municipal financing, real property development and disposition, redevelopment law, CEQA, employment issues, land use issues, and all other aspects of public law.

Ms. Miller has acted as special counsel to Santa Clara County in redevelopment, tax, and financing issues, assisting the County to negotiate an agreement with the City of San Jose involving over \$1 billion in tax increments. Ms. Miller also assisted Stanislaus County in the review of three redevelopment projects which are located in Ceres, Modesto, and unincorporated areas of the County. Ms. Miller has provided legal services to Solano County on a variety of issues involving redevelopment, transportation, and Development Agreements, including a joint public private partnership agreement for development of the County fairgrounds. Ms. Miller is also retained as special counsel to San Diego County regarding redevelopment and land use projects in the San Diego area, and currently provides advice and counsel on oversight board matters related to the dissolution of the redevelopment agency.

Ms. Miller has served as issuer's counsel for a number of its clients, including the financing of light rail through the Sacramento Transit Development Authority (STDA) using redevelopment tax increments. Ms. Miller also represented Capitol Area Development Authority (CADA) in various financial transactions, which include California Department of Housing and Community Development bonds, California Housing and Finance Agency bonds, tax increment financing, private secured transactions, and facility improvement financing in excess of \$30 million.

Jennifer V. Gore (Co-Lead Attorney)

Ms. Gore has been a member in good standing of the California State Bar since December 2004, and has never been the subject of a disciplinary proceeding in California or elsewhere. Ms. Gore has been an associate at Miller & Owen, located in Sacramento, California, since 2006. Ms. Gore provides advice and counsel on redevelopment law and oversight board matters, public contracts and bidding, transportation planning law, public employment and human resources, LAFCo issues, CEQA, land use issues, and all other aspects of public law.

Ms. Gore currently provides guidance to Stanislaus County regarding redevelopment dissolution and oversight board matters. In 2010, she worked with Ms. Miller on the negotiation of an agreement between El Dorado County and South Lake Tahoe related to the City's adoption of a new redevelopment project. She also worked with Ms. Miller as special counsel to San Diego County on redevelopment matters, including the negotiation and drafting of a settlement agreement with the City of San Diego for financial support and housing credits to the County equal to \$49 million over 45 years.

Paul J. Chrisman

Paul Chrisman has been a member in good standing of the California State Bar since December 1989, and has never been the subject of a disciplinary proceeding in California or elsewhere. Mr. Chrisman is a Senior Attorney representing public agencies at Miller & Owen since 1989. Mr. Chrisman's practice focuses on business and real property transactions and public financing.

Mr. Chrisman has extensive experience in negotiating and documenting real property transactions for many public and private clients. Mr. Chrisman has worked with Sacramento Regional Transit District (RT) in connection with the acquisition of several railroad transactions, including light rail extensions, and the acquisition of a right-of-way and a site adjacent to the existing Amtrak station at the historic Sacramento Railyard. Mr. Chrisman also has assisted RT with hazardous materials remediation issues, relations with adjoining landowners, and modifications to the relocation and operating agreements as necessary for changes to light rail extensions. On behalf of Paratransit, Inc., Mr. Chrisman negotiated all legal documents associated with the acquisition and construction of a state of the art transit facility exceeding 150,000 square feet, which houses more than 150 transit vehicles, provides automotive repair and maintenance for all automated lift vehicles in the county, and supplies office space for Paratransit employees.

Mr. Chrisman has also served as issuer's counsel for a number of the firm's clients, including the South Placer Wastewater Authority (SPWA), which issued bonds in the amount of \$180 million for the financing of a wastewater treatment facility. The firm is now working with SPWA on issues related to refinancing those bonds.

Madeline E. Miller

Madeline Miller has been a member in good standing of the California State Bar since December 2002, and has never been the subject of a disciplinary proceeding in California or elsewhere. Ms. Miller has been an associate at Miller & Owen in Sacramento since 2004. Ms. Miller began her practice of law at the firm of Kronick, Moskovitz, Tiedemann, and Girard, where she represented water districts in litigation and transactional matters. Ms. Miller's practice is focused on the representation of public agencies in a wide variety of litigation matters, including

real property issues, redevelopment matters, construction disputes, contract disputes, and environmental claims.

Ms. Miller, working with Nancy Miller, represented the San Diego County in litigation against the City and the Community Redevelopment Agency of the City of San Diego, challenging the City's finding of blight to establish the Grantville Redevelopment Project. Ms. Miller also assisted the City of Sacramento in connection with mediation related to the valuation of 32 acres of land at the historic Sacramento Railyard. In addition, Ms. Miller represented the Sacramento County Regional Sanitation District in litigation related to seven eminent domain actions taken to acquire property necessary for the Lower Northwest Interceptor Project in Yolo County. The firm secured possession of the property through the filing of eminent domain actions and through stipulated orders of possession.

D. FEE STRUCTURE

Miller & Owen takes pride in providing the most cost-effective services possible to its clients. Our commitment to serve public agencies is reflected in lower hourly rates for public agencies, rates below those charged by attorneys with comparable experience and backgrounds. Rates are subject to change no more than once annually.

1. FEE CAP

Miller & Owen is willing to agree to a fee cap on a project-by-project basis, or an overall not-to-exceed amount in a legal services agreement.

2. HOURLY RATES

The following is a list of the hourly rates charged for each attorney in the firm for public agency clients:

Nancy C. Miller	\$290	Jennifer V. Gore	\$250
William L. Owen	\$290	Madeline E. Miller	\$240
Paul J. Chrisman	\$260	Matthew M. McOmber	\$240
Christiane E. Layton	\$260	Other Associates	\$165-250
		Paralegals/Law Clerk	\$105-160

3. REIMBURSABLE EXPENSES

In addition to paying legal fees, the firm requests reimbursement for all costs and expenses (excluding travel time) incurred by the firm (at actual cost, no markup) including, but not limited to fees fixed by law or assessed by courts and other agencies, courier service, long distance telephone calls, computerized legal research, postage, parking, mileage, out of town travel expenses, investigation expenses, consultants' fees, court reporter's fees, registered copy service fees, and other similar items. In-office photocopying charges are billed at \$.05 a page. All costs and expenses are fully itemized, along with a description of services rendered and the time devoted to described tasks. The firm does not charge an administrative fee. **The firm does not**

charge for travel time. However, the firm will with the consent of client limit in person meetings to the extent practical relying on telephone and/or video conferencing.

4. FEE REDUCTIONS

The hourly rates set forth in section 2, above, reflect the discounted rate the firm charges to its public agency and non-profit clients.

5. OTHER FEES OR CHARGES

The firm has no other fees or charges.

E. CLIENT REFERENCES FOR CO-LEAD ATTORNEYS

COUNTY OF STANISLAUS

Angela Freitas, Interim Director Stanislaus County Planning Department

County of Stanislaus
1010 10th Street, Suite 3400
Modesto, CA 95354
(209) 525-6330

Tom Boze, Deputy County Counsel

County of Stanislaus
1010 10th Street, Suite 3400
Modesto, CA 95354
(209) 525-6376

COUNTY OF SAN DIEGO

Bill Johnson, Senior Deputy

Office of County Counsel, County of San Diego
1600 Pacific Highway, Room 355
San Diego, CA 92101
(619) 531-5801

COUNTY OF SACRAMENTO

John F. Whisenhunt, County Counsel

County of Sacramento
700 H Street, Suite 2650
Sacramento, CA 95814
(916) 874-5544

SACRAMENTO HOUSING AND REDEVELOPMENT AGENCY

David Levin, Agency Counsel
Sacramento Housing and Redevelopment Agency
801 12th Street
Sacramento, CA 95814
(916) 440-1330

F. CONFLICTS OF INTEREST

Miller & Owen is an independent law firm. We are not currently providing services to any party that may have any interest in real property located in a redevelopment project area within the City of Milpitas. Nor do we represent any of the affected “taxing entities,” any member of the Oversight Board, or the appointing authorities of the Oversight Board members. If selected to provide services to the Oversight Board, we would not provide services to any of these parties that might present a conflict of interest or the appearance of a conflict of interest.

We have disclosed that the firm has been retained recently by the County of Solano in the matter of *League of California Cities v. Ana J. Matosantos Director of the State of California Department of Finance, et al.*, Sacramento Superior Court Case No.: 2012-80001275, which involves a dispute over redevelopment statutory interpretation.

G. LITIGATION OR ADMINISTRATIVE PROCEEDINGS

There is no pending litigation involving the firm or any attorney in the firm arising from legal services provided by the attorney or the firm.

There are no pending criminal or administrative actions, including disciplinary matters, involving the firm or any attorney in the firm which arise from legal services provided by the attorney or the firm.

No litigation, criminal, or administrative actions have ever been brought against the firm or any of the firm’s individual attorneys.

H. DEBARMENTS OR SUSPENSIONS

Neither the firm, nor the firm’s individual attorneys, have ever been debarred or suspended by any public entity.

APPENDIX A

LIST OF REPRESENTATIVE CLIENTS

Redevelopment Services

STANISLAUS COUNTY

The County of Stanislaus retained the firm to assist in the review of three redevelopment projects which are located in Ceres, Modesto, and unincorporated areas of the County. The firm is currently providing advice and counsel on oversight board matters related to the dissolution of the redevelopment agency. **Contacts:** Angela Freitas, Interim Director Stanislaus County Planning Department; Tom Boze, Deputy County Counsel

SAN DIEGO COUNTY

The firm is retained as special counsel to San Diego County regarding redevelopment and land use projects in the San Diego area, and currently provides advice and counsel on oversight board matters related to the dissolution of the redevelopment agency. The firm was involved in the Grantville Redevelopment Project - one of seven project areas in the City of San Diego, and negotiated on behalf of the County of San Diego with respect to the Center City Redevelopment project and the financing of a new stadium for the San Diego Chargers. **Contact:** Bill Johnson, Senior Deputy County Counsel

EL DORADO COUNTY

The firm is retained as special counsel to El Dorado County regarding redevelopment and land use projects in the South Lake Tahoe area. Recently the firm negotiated a forty million dollar settlement with respect to South Lake Tahoe improvement project for transit, air quality and redevelopment projects. **Contact:** Louis Green, General Counsel

SANTA CLARA COUNTY

The firm acted as special counsel to the County in redevelopment, tax, and financing issues. The firm assisted the County in successfully negotiating an agreement with the City of San Jose, involving over \$1 billion in tax increments. The firm also has advised the County on land use and annexation issues. **Contact:** Ann Ravel, Former County Counsel (now with Fair Political Practices Commission)

SACRAMENTO HOUSING AND REDEVELOPMENT AGENCY

The firm has represented Sacramento Housing and Redevelopment Agency in special litigation as assigned, including issues ranging from contract disputes to the financing of light rail, transit projects, construction disputes and general governance issues. **Contact:** David Levin, Agency Counsel

SOLANO COUNTY

The firm has provided legal services to the County on a variety of issues including redevelopment, transportation and Development Agreements, including a joint public private partnership agreement for development of the County fairgrounds. **Contact:** Birgitta E. Corsello, County Administrator

PLACER COUNTY

The firm represented the County of Placer as general redevelopment counsel in developing redevelopment plans in North Lake Tahoe (Bowman). This representation involved the California Community Redevelopment Law; low-moderate income housing issues; rehabilitation, construction, and relocation law; eminent domain; all related litigation; personnel issues; and public entity law. The Board of Supervisors initially retained the firm to challenge a redevelopment plan proposed by the City of Auburn. Legal services included analysis of the Redevelopment Plan and the Environmental Impact Report and litigation. Ms. Miller resolved this issue by agreement for a substantial pass-through of tax monies to the County.

SHASTA COUNTY

The Board of Supervisors hired the firm to act as special counsel for specific CEQA, LAFCo, and financial issues related to redevelopment and tax apportionment among public entities. Representation included negotiating agreements for existing and proposed redevelopment projects in the Redding area, and analysis of the newly-incorporated Shasta City.

SAN JOAQUIN COUNTY

The firm worked with the San Joaquin County Redevelopment Agency on redevelopment projects in Tracy and Stockton and negotiated substantial pass-through agreements. Ms. Miller also handled a challenge to the adoption of a redevelopment plan by the City of Lathrop.

Real Estate Transactions

SACRAMENTO REGIONAL TRANSIT DISTRICT (RT)

The firm acts as special counsel to the District. We negotiated the purchase of land from Union Pacific Railroad to construct the light rail system (southern extension). The firm's current representation included preparation of all legal documents for the acquisition and construction of the light rail extension. In addition we represented RT in negotiations for the multi modal transit station at the downtown Sacramento Union Pacific Railyard. **Contact:** Bruce Behrens, Chief Legal Counsel

SACRAMENTO COUNTY

The firm has represented Sacramento County in eminent domain matters on behalf of the Sacramento Regional County Sanitation District. The firm also provides other services as requested by the County. **Contact:** John Whisenhunt, County Counsel

SANTA CRUZ COUNTY REGIONAL TRANSPORTATION COMMISSION

The firm assembled an acquisition/consulting team to acquire a 30-mile rail line in Santa Cruz County. In addition to negotiating the acquisition with Union Pacific, the firm analyzed the freight operations on the Branch Line to develop business plan options that could involve the Commission's assumption of the freight operations on the Branch Line and the incorporation of a recreational trail along scenic Highway 1. **Contact:** Luis Mendez, Deputy Director

CITY OF SACRAMENTO

The firm represented the City of Sacramento in negotiations over purchase of land for a multi-modal transit facility at the Union Pacific rail yards. The firm has also represented the City of Sacramento in connection with the relocation of Packard Bell Electronics to Sacramento. The firm negotiated and prepared a long-term lease of the Sacramento Army Depot to Packard Bell, as well as a \$26 million secured loan agreement for the conversion of the Army Depot to a computer production plant. The City also contracted with the firm to have Mr. Owen act as interim City Attorney and to analyze the ongoing management and organization of the City Attorney's office. **Contact:** Eileen Teichert, Former City Attorney (now with San Bernardino Association of Governments)

CITY OF SOLANA BEACH

The firm represents the City of Solana Beach in connection with the proposed sale of the Del Mar fairgrounds. The firm's work includes negotiating with other public entities, including the City of Del Mar and the 22nd District Agricultural Association, and advising on legislation related to the sale. **Contact:** David Ott, City Manager/Public Safety Director

SACRAMENTO-PLACERVILLE TRANSPORTATION CORRIDOR JOINT POWERS AUTHORITY

The firm was selected to act as General Counsel for this joint powers authority soon after its formation. The Authority's members are the Sacramento Regional Transit District, the City of Folsom, the County of El Dorado, and the County of Sacramento. The Authority was created to acquire the Placerville Branch of the Southern Pacific Railroad for future expansion of passenger rail service in the Sacramento region. Together with the Authority's staff, the firm negotiated the real property acquisition from Southern Pacific and was responsible for documenting the acquisition, as well as the ongoing shared use of the Placerville Branch Corridor by the member agencies. **Contact:** John Segerdell, CEO

CITY OF FOLSOM

The firm represented the City of Folsom in a variety of eminent domain matters, including acquisitions for the American River Bridge Project. Some of the properties involved lease-back and temporary use arrangements, as well as relocation and severance damage issues. Mr. Chrisman represented the City in several of these matters. **Contact:** Bruce Cline, City Attorney

SACRAMENTO AREA FLOOD CONTROL AGENCY

The firm successfully negotiated settlements with landowners in eminent domain actions in connection with levee improvement projects conducted by the Sacramento Area Flood Control Agency. **Contact:** Holly Gilchrist, General Counsel

CITY OF WHITTIER

The firm represented the City of Whittier in connection with its acquisition of approximately 5.2 miles of Union Pacific's right-of-way in the City of Whittier. The City has a recreation and bike trail plan for the right-of-way. **Contact:** Nancy Mendez, Assistant City Manager

Public Finance

SOUTH PLACER WASTEWATER AUTHORITY

The firm represents the South Placer Wastewater Authority, which was formed in October 2000 for the purpose of financing capital improvements to, and expansions of, the South Placer regional wastewater system. The firm has represented the Authority in connection with several large bond issuances, totaling \$180 million for the financing of a wastewater treatment facility. The firm is currently working with SPWA on issues related to refinancing those bonds. **Contact:** Derrick Whitehead, Director Environmental Utilities

THE "BIZZ JOHNSON" HIGHWAY INTERCHANGE JOINT POWERS AUTHORITY

The firm acts as general counsel to this joint powers authority created in 1990, by the City of Rocklin, the City of Roseville, and the County of Placer to finance and construct highway interchanges on Highway 65. The firm's representation includes preparation of all legal documents necessary for the construction and financing of the interchanges, advice on CEQA compliance, public works law, the Brown Act, conflict of interest laws, personnel rules, and insurance. **Contact:** Scott Gandler, City of Roseville

SACRAMENTO TRANSIT DEVELOPMENT AGENCY

The firm represented the Sacramento Transit Development Agency (STDA), a joint powers authority composed of the City of Sacramento, the County of Sacramento, the State of California, and Sacramento Regional Transit District. STDA was responsible for the acquisition of the Sacramento light rail starter line. Our representation of STDA included a wide spectrum of matters including legislation, financing, public agency law, real estate, construction and development contracts, litigation, and eminent domain. This was the first light rail financing using redevelopment funds in the State and the firm successfully defended the STDA in litigation on this issue.

CALIFORNIA FAIRS FINANCING AUTHORITY

The firm acted as issuer's counsel for California Fairs Financing Authority (CFFA), which successfully sold \$40 million in tax exempt bonds for the construction of health and safety projects and satellite wagering facilities at California fairs.

CAPITOL AREA DEVELOPMENT AUTHORITY

The firm represented the Capitol Area Development Authority in various financial transactions, which include California Department of Housing and Community Development bonds, California Housing and Finance Agency bonds, tax increment financing, private secured transactions, and facility improvement financing in excess of \$30 million.

PLACER COUNTY TRANSPORTATION PLANNING AGENCY

The firm is General Counsel to the Placer County Transportation Planning Agency. Firm services include all aspects of legal representation of a county transportation commission, including advice and counseling on personnel matters, contracts, environmental documents, and determining the priority of transportation planning projects. Projects include the preparation, revision and negotiation of environmental contracts for the preparation of a Program EIR for the Placer Parkway Project, a proposed highway to bisect Placer County, as well as the implementation of a Proposition 218 fee imposed countywide for a transportation improvement program in Placer County. Miller & Owen also drafted all documents for the imposition of the fee and the creation of a new joint powers authority to implement the program. **Contact:** Celia McAdam, Executive Director

SOUTH PLACER REGIONAL TRANSPORTATION AUTHORITY

This joint powers authority was formed to implement a county-wide transportation plan. The firm acts as general counsel to the Authority and implemented a new fee under Proposition 218 for a Regional Transportation and Air Quality Mitigation Fee. This fee is imposed by the County and four of the cities within the county for the construction of certain transportation improvements as specified. The firm provides all aspects of legal representation to the Authority. **Contact:** Celia McAdam, Executive Director

STANISLAUS COUNTY

The firm acted as issuer's counsel for a "LANS" financing on behalf of the County of Stanislaus.

NATIONAL BASKETBALL ASSOCIATION

The firm was retained by the NBA, through Commissioner David Stern, to assist in negotiations for the financing of a new arena in Sacramento. The firm facilitated negotiations between the City of Sacramento, the State of California, California Exposition and State Fair, and Maloof Sports and Entertainment, owners of the Sacramento Kings. The firm also worked with the City of Sacramento to try to finance the project at the Sacramento Railyards, along with a team of lawyers, lobbyists, state and city officials, the Mayor of Sacramento, private developers, and financial advisors. This work included analysis of complex financial documentation and potential public-private investment strategies. **Contact:** Robert B. Friedrich, Vice President and Assistant General Counsel

General Counsel Services (General Public Agency Law and Public Contracting) **SACRAMENTO LOCAL AGENCY FORMATION COMMISSION**

Since 1993, the firm has been retained as general counsel for Sacramento LAFCo. Sacramento LAFCo consists of members from the Sacramento County Board of Supervisors, representatives selected from the City of Sacramento, the City of Folsom, the City of Galt, the City of Elk Grove, the City of Citrus Heights, the City of Rancho Cordova, two representatives from the area Special Districts, and a public member. Representation has included numerous annexation and incorporation proceedings. Ms. Miller was lead counsel in the California Supreme Court and the U.S. Supreme Court, successfully defending Sacramento LAFCo regarding the incorporation of the City of Citrus Heights. **Contact:** Peter Brundage, Executive Officer

STATE & FEDERAL CONTRACTORS WATER AGENCY

The firm was recently engaged as general counsel to this joint powers authority, which is focused on facilitating habitat conservation measures and research related to the restoration of the Delta ecosystem, while assuring sufficient and reliable export water supplies to its customers. **Contact:** Byron Buck, Executive Director

COOPERATIVE AGRICULTURAL SUPPORT SERVICES AUTHORITY

The firm serves as general counsel to this joint powers authority and provides counsel in all areas, including personnel matters, public contracting, and public meeting laws. CASS was created in 2006 by the California Department of Food and Agriculture and several counties to provide agricultural inspection services throughout the state. The firm has assisted the agency's Board of Directors and CEO with all start-up activities, including the implementation of appropriate contracting policies, personnel policies, and

related Board policies, and handles all personnel matters on behalf of the JPA. **Contact:** Steve Mauch, Executive Officer

CAPITAL SOUTHEAST CONNECTOR AUTHORITY

The firm serves as general counsel to this joint powers authority and provides counsel in all aspects of public agency law including employment matters, public contracting, CEQA, and public meeting laws. The members of the Connector JPA include the cities of Rancho Cordova, Elk Grove, and Folsom, and the counties of Sacramento and El Dorado. The Connector JPA was created in 2007 to assist the member jurisdictions with the construction of a 35-mile roadway between Elk Grove and El Dorado County. After negotiating the original joint powers agreement between the members, the firm has continued to assist the agency's Board of Directors and CEO with all start-up activities and the ongoing environmental review for the project. **Contact:** Tom Zlotkowski, Executive Director

CITY AND COUNTY OF San Francisco LOCAL AGENCY FORMATION COMMISSION

The firm is retained as general counsel by the San Francisco Local Agency Formation Commission to provide services related to creating a Municipal Utility District or, alternatively, a Community Choice Aggregation (CCA) Program. We have provided services to the Commission since 2000 on these issues and have been involved with the CCA process since that time. **Contact:** David Campos, Board of Supervisors

SACRAMENTO AREA COUNCIL OF GOVERNMENTS

The firm provides general public agency law services to this regional transportation planning agency with approximately 50 employees. SACOG is an association of local governments, including all cities and counties in the six county Sacramento region. All employees except for senior management are represented by an unaffiliated employee's association. Representation includes all aspects of public agency law including employment matters, public contracting, CEQA, public meeting laws, and federal and state transportation laws. The firm and its subconsultants assisted SACOG with negotiating and documenting its current memorandum of understanding with the employee's association. **Contact:** Mike McKeever, CEO

VALLEY TRANSPORTATION SERVICES

The firm acts as general counsel to VTrans, a new non-profit corporation established to provide transportation services to low-income, disabled, and elderly residents of in the San Bernardino Valley. VTrans is also the designated Consolidated Transportation Services Agency for the San Bernardino Valley. As such, the firm's services to VTrans include many aspects of public agency law including public contracting, public meeting laws, and federal and state transportation laws. **Contact:** Beth Kranda, CEO

PARATRANSIT, INC.

The firm acts as general counsel to Paratransit, Inc., a provider of transportation services to disabled and elderly residents of the City and County of Sacramento. Paratransit, Inc., is the designated Consolidated Transportation Services Agency for the greater Sacramento Area. The firm also assists Paratransit with its ongoing brownfield cleanup efforts, and prepared and negotiated all legal documents associated with the acquisition and construction of the Paratransit facility in South Sacramento. **Contact:** Linda Deavens, CEO

EL DORADO COUNTY TRANSPORTATION COMMISSION

The firm acts as general counsel to the El Dorado County Transportation Commission. Firm services include advising the Commission on transportation issues and all matters related to the operation of the Commission including personnel, contracts, the Brown Act, and CEQA. **Contact:** Sharon Scherzinger, Executive Director

AMADOR COUNTY TRANSPORTATION COMMISSION

The firm was retained by the Commission to act as general counsel commencing June 1, 2008. The firm provides all aspects of legal representation including transportation planning, funding, contracting, CEQA, operation of the Commission, Brown Act, and personnel issues. **Contact:** Charles Field, Executive Director

NEVADA COUNTY TRANSPORTATION COMMISSION

The firm acts as general counsel to the Nevada County Transportation Commission. Among the services offered by the firm to the Commission are advising the Commission on transportation issues, including state transportation improvements projects, federal projects, compliance issues, and the setting of community priorities. Services also include regional transportation planning issues and all matters related to the operation of the Commission including personnel, contracts, the Brown Act, and the California Environmental Quality Act. **Contact:** Dan Landon, Executive Director

CALIFORNIA FAIR SERVICES AUTHORITY

This joint powers authority administers workers' compensation and liability risk sharing pools for some 70 California fairs, including in-house claims handling. CFSA's liability program includes coverage for general liability, employment practices, and public officials' errors and omissions. Participants include the California Department of Food and Agriculture on behalf of district agricultural associations and counties on behalf of county fairs. The firm has served as general counsel to CFSA since the agency's creation over 20 years ago. Representation encompasses all aspects of public agency law, including counseling on employment matters and claims handling advice for liability and workers' compensation claims. **Contact:** Becky Bailey-Finley, Executive Director

Private, Non-Profit Clients, and Quasi-Governmental Representation

NORTHERN CALIFORNIA CONSTRUCTION TRAINING, INC.

NCCT is a non-profit corporation providing construction training services in Northern California. Funds are received from public agencies. The firm acts as general counsel to the corporation. The corporation has worked with the Sacramento Housing and Redevelopment Agency to construct low-income housing and to train disadvantaged youths for apprenticeship in the construction trades. **Contact:** Bill Meehan, CEO

TRANSITIONAL LIVING AND COMMUNITY SUPPORT, INC.

TLCS is a non-profit housing corporation providing services to the mentally ill. The firm's services to the corporation include landlord/tenant matters, drafting of leases, contracts, and legal notices, and unlawful detainer proceedings, when necessary. We provide advice regarding all real estate and governmental matters. **Contact:** Paul Powell, Associate Director

KINGS PROFESSIONAL BASKETBALL CLUB, MALOOF ENTERTAINMENT

The firm represents the Kings Professional Basketball club on matters as assigned, generally dealing with financing, contracts, and foreign player issues. The firm has represented past owners of the Kings in transactions included financing and sponsorship agreements for ARCO Arena, partnership transactions, and the sale of the Sacramento Kings and ARCO Arena to the Maguire Thomas Partners. The firm currently provides services to the Sacramento Kings on assignment. **Contact:** Matina Kolokotronis, President

APPENDIX B

ATTORNEY RESUMES

NANCY C. MILLER
State Bar No. 84225

PROFESSIONAL EXPERIENCE:

Miller & Owen: (1982 – current)

President and Shareholder - 1983 to present. Miller & Owen is a professional law corporation that has provided specialized legal services since 1978. Specializing in public agency law, with special emphasis on local government, Ms. Miller focuses on water and real property law, environmental law, LAFCo law, utility issues, habitat conservation, CEQA law, special district law, municipal law, redevelopment law, transportation law, joint powers authority law, personnel matters, public works contracts, and all related litigation. Ms. Miller represents varied governmental entities, including several cities, counties, LAFCo's, joint powers authorities, transportation commissions, redevelopment agencies, districts, and private businesses and individuals.

PROFESSIONAL MEMBERSHIPS:

State Bar of California, Active member in good standing
Sacramento County Bar Association
California and U.S. District Court, Eastern and Northern Districts of California
U.S. Court of Appeals, Ninth Circuit
U.S. Supreme Court

EDUCATION:

Undergraduate: Bachelor of Arts - April 1974
Stanford University
Major in History and Political Science

Law School: **University of California (Hastings)**
Juris Doctor - 1978

Recipient of Pomeroy Law Scholarship - 1978

Admitted to California Bar in December 1978.

BOARDS AND CIVIC ACTIVITIES:

Chairperson - Judicial Selection Committee, Eastern District 1992 – Present. (Member 2000 – 2008.)
Committee appointed by Senator Feinstein and Senator Boxer that considers and recommends federal judiciary and U.S. Attorney appointments.

President, California Commission on Autism Foundation	2005 – Present. Foundation which assists Bi-Partisan State Legislative staff and Blue Ribbon Commission on Autism issues and legislation.
Committee Member, Civil Advisory Committee to the Sacramento County Presiding Judge	2009 – Present. Committee of local attorneys and judges reviewing the practices and procedures of the Court.
Sacramento County Bar Association	1979 – Present.
St. Francis Preparatory High School	2002 – 2008. Member, Board of Directors.
California Musical Theatre	2010 – Present. Member, Board of Directors.
California Children’s Choir	2010 – Present. Member, Board of Directors.
Fit Alliance Foundation	2012 – Present. Member, Board of Directors.

POSITIONS; PUBLIC PRESENTATIONS; AWARDS:

Adjunct Professor, McGeorge School of Law	1999 – 2010. Local Government Law.
Lecturer, U.C. Davis School of Law	1996 – 1998; 2004; 2005. Local Government Law.

REPORTED CASES & REPRESENTATIVE LITIGATION:

California Supreme Court

***Board of Supervisors v. Sacramento County Local Agency Formation Commission* (1992) 3 Cal.4th 903.**

Ms. Miller was lead counsel defending LAFCo in litigation challenging LAFCo’s approval of an incorporation on constitutional, statutory, CEQA, and land use law grounds. A unanimous Supreme Court upheld LAFCo’s action.

California Courts of Appeal

***Cequel III Communications I, LLC v. Nevada County LAFCo* (2007) 149 Cal.App.4th 310.**

Ms. Miller successfully represented the Truckee Donner Public Utility District in this action challenging a decision by the Nevada County Local Agency Formation Commission. The Plaintiff in the action is a cable company seeking to prevent the

District from providing broadband and other services. The Superior Court ruled in favor of the District and Nevada LAFCo. The Plaintiff appealed the decision and after briefing and oral argument, the decision was upheld in favor of the District and Nevada LAFCo.

***Beach-Courchesne v. City of Diamond Bar* (2000) 80 Cal. App. 4th 388.**

Ms. Miller acted as amicus counsel to a number of counties objecting to the redevelopment plan of the City of Diamond Bar. The Court unanimously agreed with the County's position and invalidated the plan.

***County of Solano v. Vallejo Redevelopment Agency* (1999) 75 Cal. App. 4th 1262.**

Ms. Miller acted as lead counsel in litigating on behalf of the County of Vallejo against the redevelopment agency. The issue involved the financing of more than \$30 million of improvements and CEQA issues. The dispute was successfully resolved in the County's favor and Ms. Miller received an award of attorney's fees.

Current Appellate Cases

***Fair Oaks Cemetery District, et al. v. County of Sacramento, Sacramento LAFCo, et al.*
Appellate Case No. C066643; Sacramento County No. 34-2010-00068616**

This case involves the challenge to a CEQA determination by a public agency involving CEQA issues. Ms Miller represents the Sacramento Local Agency Formation Commission.

Unreported Cases

Favero v. City of Sacramento, Sacramento Superior Court, Case No. 512889

This was a complex contamination/leaking underground storage tank case involving a gas station leased by the City by Paratransit, Inc., during the 1980's. This case was one of the first leaking underground storage tank cases to be tried in California. The firm represented the main defendant Paratransit, Inc., and successfully reached settlement with four insurance carriers. Clean up activities continue on the site. We continue to oversee the clean up, to which Paratransit has not been required to contribute any costs. We were also successful in receiving State funds to fund a significant portion of clean up costs.

Proposition 16 – New Two-Thirds Vote Requirement for Local Public Electricity Providers (Original Title: Taxpayers Right to Vote Act) *Modesto Irrigation District; Sacramento Municipal Utility District; City and County of San Francisco, San Francisco Local Agency Formation Commission; et al v. Secretary of California State* (2010) Sacramento County Superior Court, Case No. 34-2010-80000478

The firm represented the City and County of San Francisco Local Agency Formation Commission in relation to Proposition 16, which was placed on the June 2010 ballot.

The firm successfully challenged the initiative title and summary which led to the Attorney General modifying both. The firm also challenged the constitutionality of Proposition 16 on the grounds that false and misleading statements in the qualifying petition violated the due process guarantee of the U.S. and California Constitution and further violated Elections Code section 18600.

Grantville Action Group v. The City of San Diego; The County of San Diego; The Redevelopment Agency of the City of San Diego, et al. (2010) San Diego County Superior Court, Central Division, Case No. 37-2008-00092628-CU-MC-CTL

County of San Diego v. The Community Redevelopment Agency of the City of San Diego, the City of San Diego, the Council of the City of San Diego, et al. (2008) San Diego County Superior Court, Central Division, Case No. GIC 850455

This case involves CEQA issues and land use law, including habitat issues, as well as redevelopment issues and constitutional issues of eminent domain. The firm is retained as special counsel to San Diego County regarding redevelopment and land use projects in the San Diego area.

Pacific Gas and Electric Company v. Sacramento Municipal Utility District; Sacramento LAFCo (2007) Sacramento County Superior Court, Case No. 05GS01582

This case dealt with CEQA issues and legislative grant of powers regarding electric utility service. Sacramento LAFCo has retained the firm to act as General Counsel since 1993. Sacramento LAFCo consists of members from the Sacramento County Board of Supervisors, the City of Sacramento, the City of Folsom, the City of Galt, City of Elk Grove, City of Citrus Heights, City of Rancho Cordova, and area Special Districts. Representation has included numerous annexation and incorporation proceedings. We have processed numerous annexation requests for cities and special districts including large service areas such as Sacramento Municipal Utilities District's (SMUD) proposed annexation of parts of Yolo County and the annexation of the Greenbriar project area to the City of Sacramento in 2008.

Katz v. Ross (1999) Los Angeles Superior Court, Northwest District, Case No. LC046014/ Appeal Case No. B129048

This unreported appellate case dealt with SLAPP issues and constitutional free speech issues. It was one of the first SLAPP suits dealing with political speech during a state legislative campaign. At a Court trial, the firm was successful and received a total defense verdict and was awarded attorney fees. Nancy Miller acted as co-counsel with the California Anti-SLAPP project (Mark Goldowitz) to assist in the defense.

JENNIFER V. GORE
State Bar No. 232489

PROFESSIONAL EXPERIENCE:

Miller & Owen

Associate Attorney, August 2006 – Present

Practice involves general representation of public agencies, including transactions and litigation.

Department of Managed Health Care, Sacramento, CA, January 2003 – August 2006

Law Clerk and Enforcement Counsel

Conduct legal research; draft appellate briefs, legislative analyses and memoranda relating to health care policy issues.

Research Assistant to Professor Brian K. Landsberg

McGeorge School of Law, Sacramento, California, June 2002 – May 2004

Conduct research regarding the Voting Rights Act and the impact of litigation by the U.S. Department of Justice on this important legislation.

U.S. Department of Justice, Environment and Natural Resources Division, January – May 2003, Law Clerk

Conduct legal research and draft motions related to water rights cases and National Historic Preservation Act.

EDUCATION:

University of the Pacific, McGeorge School of Law, Sacramento, California

Juris Doctor, May 2004

Honors and Activities:

Order of the Coif

Dean's Honor List 2001 – 2004

Traynor Honor Society

Law Review Managing Editor, 2003–2004, Law Review Staff Writer, 2002–2003

Witkin Award, Administrative Law

Academic Honors Scholarship

California Polytechnic State University, San Luis Obispo, California

Bachelor of Arts in English, Minor in Philosophy, June 1999

Honors and Activities:

Dean's List

Tracy and Stella Scholarship

President of English Honors Society

PROFESSIONAL MEMBERSHIPS:

State Bar of California, Active member in good standing
Sacramento County Bar Association, Public Law Section
California and U.S. District Court, Eastern District of California

CIVIC ACTIVITIES:

Sacramento-Yolo Mutual Housing Association, Board Member and Treasurer, September
2008 - Present

PAUL J. CHRISMAN
State Bar No. 143030

PROFESSIONAL EXPERIENCE:

Miller & Owen

Senior Associate Attorney, December 1989 to Present

Public agency law and business transactions practice with emphasis in real property transactions. Serves as General Counsel to: Sacramento-Placerville Transportation Corridor Joint Powers Authority, South Placer Wastewater Authority, and Bizz Johnson Highway Interchange JPA. Major transactions include: Sale of Sacramento Kings and Arco Arena (1992), Lease/loan from the City of Sacramento to Packard Bell Electronics (1995), Commercial property sales and financing transactions for various public and private clients (1991-Present). Issuer's counsel for multiple bond issuances on behalf of the following public clients: California Fairs Financing Authority, Capitol Area Development Authority, South Placer Wastewater Authority and South Placer Regional Transportation Authority (1991-Present). Special counsel to the following public agencies for various rail corridor acquisitions: Sacramento-Placerville Transportation Corridor Joint Powers Authority, Sacramento Regional Transit District, City of Whittier, City of Tempe, City of Fremont, Contra Costa Transportation Authority and Santa Cruz County Regional Transportation Commission (1992-Present).

Hyde, Miller & Savage

Law Clerk, Summer 1988

Performed legal research and writing.

United States Department of Justice, Sacramento

Law Intern, Summer 1987

Worked in Civil Section of U.S. Attorney's office

Performed legal research and writing. Assisted in depositions.

Physics Dept., California State University, Sacramento

Student Assistant, September 1983 - December 1985

Graded papers and tutored students in physics courses, assisted in development of physics laboratory experiments.

EDUCATION:

School of Law, University of California, Davis

Juris Doctor, Class of 1989

Honors: American Jurisprudence Award in Property

- Admitted to California State Bar, 1989, California State Courts and U.S. District Court, Eastern District of California; 1989.
-

California State University, Sacramento

B.S., Physics, Mathematics minor, December 1985

Honors: Member, Sigma Pi Sigma, Physics honor society

Graduated with honors.

PROFESSIONAL MEMBERSHIPS:

State Bar of California, Active member in good standing

Sacramento County Bar Association

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

MADELINE E. MILLER
State Bar No. 221568

PROFESSIONAL EXPERIENCE:

Miller & Owen

Associate Attorney, June 2004 – present.

Practice involves general representation of public agencies, including transactions and litigation.

Kronick, Moskovitz, Tiedemann & Girard, Sacramento, CA

September 2002 - June 2004. Associate Attorney.

Conduct legal research; assist in litigation and regulatory compliance involving water districts, water agencies, and municipalities; participate in administrative proceedings before the State Water Resources Control Board.

Ellison, Schneider & Harris, Sacramento, CA

May 2001 - May 2002. Law Clerk.

Conduct legal research and write memoranda regarding Water Law and Environmental Law issues, draft motions and briefs for CEQA litigation.

EDUCATION:

University of the Pacific, McGeorge School of Law, Sacramento, California

Juris Doctor, May 2002, With Distinction

Honors and Activities:

Dean's Honor List 2000-2001, 2001-2002

Traynor Honor Society

First Year Mock Trial Competition Finalist, 1999

McGeorge Academic Scholarship Recipient

Transnational Lawyer Law Review, Managing Editor 2001-2002, Staff Writer 2000-2001

University of San Diego, San Diego, California

Bachelor of Arts in History, Minors in Political Science and Philosophy, May 1999,

Magna Cum Laude

Honors and Activities:

USD Honors Program

Alpha Delta Pi Sorority President

PROFESSIONAL MEMBERSHIPS:

State Bar of California, Active member in good standing

Sacramento County Bar Association

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



OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE MILPITAS REDEVELOPMENT AGENCY

**Proposal to Provide
Redevelopment Dissolution Counsel**

October 10, 2012

Submitted By



F. Gale Connor
50 California Street, 34th Floor
San Francisco, CA 94111
T 415.438.7240 | F 415.398.2438

nossaman.com



ATTORNEYS AT LAW

50 California Street
34th Floor
San Francisco, CA 94111
T 415.398.3600
F 415.398.2438

F. Gale Connor
D 415.438.7240
gconnor@nossaman.com

VIA E-MAIL

October 10, 2012

Mr. Bruce Knopf
Director Assets and Economic Development
County Government Center
70 West Hedding Street, 11th Floor
San Jose, CA 95110

Re: Proposal to Serve as Redevelopment Dissolution Counsel for the
Oversight Board for the Successor Agency to the Redevelopment Agency
of the City of Milpitas

Dear Mr. Knopf,

On behalf of Nossaman LLP, I am pleased to submit our proposal to provide the Oversight Board for the Successor Agency to the Redevelopment Agency of the City of Milpitas (“the Oversight Board”) with redevelopment dissolution counsel services.

Our team is confident that we can provide the Oversight Board with legal resources to help it accomplish its goals related to overseeing the activities of the Successor Agency in accordance with ABx1 26 and AB 1484. We are currently engaged by the County of Los Angeles to advise the County's Auditor-Controller in its audits of over 70 former redevelopment agencies, so we are very familiar with the complex legal structure and process involved in the winding down of redevelopment agencies. We have also recently been engaged by Successor Agency to the San Jose Redevelopment Agency to serve as conflict counsel for the Oversight Board.

Nossaman has an extensive public agency practice, representing more than 200 public agencies and governmental entities at the local, state, and federal levels. As a result of this representation and our public service activities, we have an in-depth understanding of the legal and political issues and constraints confronting public entities. We believe these characteristics, combined with our dedication to client service, makes us the ideal candidate to provide legal services to the Oversight Board.

Thank you for considering Nossaman to assist the Oversight Board with the dissolution of the redevelopment agency and its assets. Please do not hesitate to contact us if you have questions or would like to schedule an in-person meeting.

Sincerely,

A handwritten signature in blue ink that reads "F. Gale Connor". The signature is written in a cursive style with a large initial "F" and a long, sweeping underline.

F. Gale Connor
of Nossaman LLP

cc: Mike Mendizabal
Thomas C. Williams

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Appendix A – Work Descriptions for Minimum Requirements

Appendix B – Nossaman Team Resumes

A. Minimum Qualifications

Nossaman confirms that all attorneys of the firm who will provide services to the Oversight Board are members in good standing of the State Bar of California.

Nossaman attorneys who will provide services to the Oversight Board have at least five years of experience in all of the following areas: California Redevelopment Law; Commercial Real Estate; and Municipal Finance. Please see Section II below for additional information.

B. Individual or Firm Experience

Nossaman LLP is a California-based national law firm with 160 professionals who work seamlessly across seven U.S. offices in Sacramento, San Francisco, Los Angeles, and Orange County, California; Austin, Texas; Washington, DC; and Arlington, Virginia.

California Redevelopment Law Experience

Since January 2011, when Governor Brown first announced plans to eliminate California's redevelopment agencies, Nossaman has been at the forefront on the redevelopment saga. Nossaman followed the legislative efforts through the first half of 2011, advised public entity and developer clients about the immediate impacts of the June passage of ABx1 26 and ABx1 27, and tracked and advised clients on the *California Redevelopment Association v. Matosantos* lawsuit that followed. When the Supreme Court issued its opinion on December 29, 2011, Nossaman was among the first to provide a substantive analysis of the *Matosantos* opinion by hosting a 90-minute webinar covering all aspects of the Court's decision. Nossaman attorneys have spoken more than a dozen times to audiences across California as the saga unfolded, and the road show is ongoing as we discuss the dissolution process.

We are currently engaged by Los Angeles County to advise the County's Auditor-Controller in the audits of over 70 former redevelopment agencies mandated by Health & Safety Code Section 34182. We are reviewing and advising the County on the enforceability of various debt obligations listed on the Recognized Obligation Payment Schedules prepared by the successor agencies.

We were recently engaged by the Successor Agency to the San Jose Redevelopment Agency to serve as conflict counsel for the Oversight Board when the successor agency and Board require separate counsel.

We represented the Los Angeles County Auditor-Controller in *City of Palmdale v Matosantos* in which nine cities, acting as successor agencies, brought an action challenging the role played by the Department of Finance and various Auditor-Controllers in implementing ABx1 26. We were successful in having our client dismissed after demurring to the complaint.

Municipal Finance Experience

Nossaman provides financing advice and representation to public agency clients, including assisting in identifying, seeking and obtaining funding for projects and programs from state, local and federal funding sources as well as private sources of

funding, including serving as issuer, disclosure and bond counsel for all aspects of municipal finance needs. We have extensive experience with redevelopment financings. In addition to serving as bond counsel on tax increment financings for the cities of San Diego, Redwood City, Oakley, Selma and Grover Beach, we have served as underwriter/disclosure counsel on financings throughout the State. This includes redevelopment financings for the cities of Fullerton, Los Angeles, El Monte, Taft, California City, Rancho Mirage, Imperial, Signal Hill, Yorba Linda, Pomona, Desert Hot Springs, Palm Desert, Rancho Cucamonga, Poway, Fontana, Riverside, Monterey Park, Orange Cove, Firebaugh, La Mirada, San Diego, Oakley, Chula Vista and Barstow, and the County of Riverside.

Commercial Real Estate Experience

Nossaman's attorneys manage real estate transactions for a variety of public agency clients. We have successfully handled purchases and sales of individual buildings and entire real estate portfolios. We draft and negotiate letters of intent, purchase, confidentiality, option and land exchange agreements. We offer counsel to our clients in all aspects of office, industrial, and retail leasing and subleasing, and sale-leaseback transactions. We have a successful track record representing owners, asset managers and property management companies in all aspects of real estate operations and management.

We are also familiar with the Post Compliance Provisions of AB 1484, including the requirement for development and approval of long-range property management plans for the disposition of properties transferred to Redevelopment Property Trust Funds.

Finally, real estate litigation is a core component of Nossaman's real estate practice. The presence of Nossaman's litigation team in Sacramento is a particularly valuable asset in view of the fact that Sacramento Superior Court is the venue designated by Health & Safety code Section 34168(a) for any disputes related to the implementation of ABx1 26.

C. Services to Be Provided & Attorneys to Be Assigned

Nossaman has assembled a team of seasoned attorneys who focus their practices on areas of law identified in the RFQ. Full resumes can be found in **Appendix A**.

F. Gale Connor, Partner – Lead Attorney / California Redevelopment. Nossaman proposes partner Gale Connor as the lead attorney on work for the Oversight Board. Mr. Connor has represented public agencies for many years, including redevelopment agencies, in the acquisition, financing, development and disposition of properties. He has been following and reporting on the redevelopment saga from the beginning and is well-versed on the requirements of ABx1 26 and AB 1484. He has been invited to speak on the issue before professional organizations across the state, including Modesto, San Francisco, San Jose, Los Angeles, and Orange County. Mr. Connor is also the lead attorney for the work that the Firm is doing for the County of Los Angeles for both the ROPS audits and the *Palmdale v Matosantos* litigation, as well as our work for the San Jose and Morgan Hill Oversight Boards.

Experience:

Legal Analysis of Disputed ROPS. Mr. Connor is the lead attorney for Nossaman in our engagement by Los Angeles County to assist its County Counsel in advising the County's Auditor-Controller in its audits of over 70 former redevelopment agencies mandated by Health & Safety Code Section 34182. Nossaman is reviewing documentation submitted in support of obligations listed on Recognized Obligation Schedules to determine whether they are "enforceable obligations" within the meaning of ABx1 26. We are also working with the County Counsel in responding to challenges by Successor Agencies to the results of the audits.

Litigation under ABx1 26. Mr. Connor along with several litigation colleagues in our Sacramento office, represented the County of Los Angeles in *City of Palmdale v Matosantos* (Sacramento Superior Court Case No. 34-2012-80001154) in which nine cities, acting as successor agencies brought an action challenging the role played by the Department of Finance in approving or disapproving ROPS and seeking to prevent Auditor-Controllers for Los Angeles County, Alameda County and others from making the June 1, 2012 disbursements from the Redevelopment Property Tax Trust Funds to pay the approved ROPS.

Redevelopment Plan Amendment / Reverse Validation Action. Mr. Connor was the lead attorney representing the Redevelopment Agency of the City of Hercules in connection with its 2006 Amendment to the Amended and Restated Merged Dynamite Redevelopment Project Area and Redevelopment Project Area No. 2 as well as the reverse validation action brought by Wal-Mart challenging the 2006 Amendment. He also represented Hercules in the related eminent domain action to acquire a parcel of unimproved land from Wal-Mart.

Date of Admission to the California Bar: 1987

Description of any pending disciplinary proceedings in California or elsewhere:
None

Office Location: San Francisco

Length of employment with the Firm: 5 Years

Jeffrey A. Stava, Partner – Municipal Finance. Jeff Stava specializes in advising cities, redevelopment agencies, joint powers authorities, and special districts throughout California in public finance matters. He represents public agencies as bond counsel or disclosure counsel, works as underwriter counsel to investment bankers in tax-exempt financing transactions, and represents developers in land-secured transactions.

Experience:

Oakley Redevelopment Agency. Mr. Stava served as Bond Counsel/Disclosure Counsel for the Subordinate Tax Allocation Bonds, Series 2008A (Oakley Redevelopment Project Area). Principal amount of \$25,095,000.

Redevelopment Agency of the City of San Diego. Mr. Stava served as Underwriter Counsel for the Housing Set-Aside Tax Allocation Bonds, Series 2010A (Taxable). Principal amount of \$58,565,000.

Redevelopment Agency of the City of Davis. Mr. Stava served as Underwriter Counsel for the Davis Redevelopment Project, 2011 Subordinate Tax Allocation Bonds, Series A. Principal amount of \$13,310,000.

Yorba Linda Redevelopment Agency. Mr. Stava served as Underwriter Counsel for the Yorba Linda Redevelopment Project Tax Allocation Bonds (Subordinate Lien), 2011 Series A. Principal amount of \$19,705,000.

Date of Admission to the California Bar: 1983

Description of any pending disciplinary proceedings in California or elsewhere:
None

Office Location: Orange County

Length of employment with the Firm: 25 Years

Karla N. MacCary, Partner – Commercial Real Estate. Karla MacCary has more than 20 years of experience in real estate transactional and financing matters, and serves as Chair of Nossaman's Real Estate Practice Group. She represents developers in the acquisition and disposition of such projects as office buildings, hotels, condominiums, industrial properties, retail centers, mitigation properties, apartments, and undeveloped land. She also represents governmental agencies in the acquisition and leasing of real property for various uses. Additionally, Ms. MacCary also represents landlords, tenants, and governmental entities in leasing of commercial and industrial properties as well as ground leases. She also represents lenders, developers, and joint ventures in loans secured by real property including loan modifications and enforcements, and in equity financing, as well as loan assumptions and defeasances of securitized loans. Ms. MacCary is also deeply engaged in the audit work for Los Angeles County.

Experience: See Commercial Real Estate section of [Appendix A](#).

Date of Admission to the California Bar: 1990

Description of any pending disciplinary proceedings in California or elsewhere:
None

Office Location: Los Angeles

Length of employment with the Firm: 20 Years

Danielle S. Gensch, Partner – Commercial Real Estate. For more than 12 years, Danielle Gensch has focused her practice primarily on real estate and general public agency representation. She represents public agencies, pension funds, corporate entities, and developers in a variety of real estate transactions, including acquisitions, dispositions, leasing, and loan transactions. Ms. Gensch has in-depth experience with the legal issues of public agencies, working with such clients as the San Francisco Bay Area Water Emergency Transportation Authority, the San Francisco County Transportation Authority, the County of Sonoma, the San Jose Police and Fire Department Retirement Fund (SJP&F), and the Sacramento County Employees' Retirement System (SCERS).

Experience: See Commercial Real Estate section of [Appendix A](#).

Date of Admission to the California Bar: 2004

Description of any pending disciplinary proceedings in California or elsewhere:
None

Office Location: San Francisco

Length of employment with the Firm: 5 Years

D. Fee Structure

Nossaman proposes to provide the Oversight Board with the legal services previously referenced at the blended rates listed below. Nossaman is willing to agree to a fee cap. Our proposed discounts reflect our enthusiasm for working with the Oversight Board and align with the discounted rates offered to other public agency clients.

Title	Blended Rate
Partner	\$360
Associate	\$295
Paralegal	\$200

The rates structures above are fully burdened and include all administrative and overhead costs, such as secretarial assistance, word processing, and local telephone charges. Other reimbursable costs are outlined below. We will use electronic transmissions for documents when possible to expedite deliveries and contain costs.

Computer Research	Nossaman will charge only for necessary computerized research at the cost Nossaman actually pays. The Firm has a substantial discount on such research.
Postage	Nossaman will pass on to the Oversight Board any postage-related charges at the actual cost.
Faxing	Nossaman will charge \$1 per page for outgoing faxes.
Messenger Service	In those instances where it is necessary that we expedite the delivery of materials to it or other parties, Nossaman will charge the Oversight Board only for the actual cost billed to us by the delivery or courier service. If the Oversight Board has a lower-cost arrangement with specific courier/delivery companies and would like us to use the services of only those companies, we would be pleased to do so.
Photocopying	Project-related photocopying will be passed on to the Oversight Board at 20 cents per page.

E. References

Judy Whitehurst Esq. Office of the County Counsel Los Angeles County	Janet C. Kern Esq. City Attorney City of Alameda
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<p>Kenneth Hahn Hall of Administration 500 West Temple Street Los Angeles, CA 90012 213.974.1811 Jwhitehurst@counsel.lacounty.gov</p> <p>We report to Ms. Whitehurst in connection with our work on the audit of successor agency ROPS for the County of Los Angeles.</p>	<p>2263 Santa Clara Avenue, Room 280 Alameda, CA 94501 510.747.4750 attorney@ci.alameda.ca.us</p> <p>Ms. Kern has retained us to assist various redevelopment agencies with general redevelopment/property acquisition work .</p>
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F. Conflict of Interest

We have run our standard conflict check for new clients and have found no direct conflicts. We do not currently represent any members of the Oversight Board or their appointing authorities. We do not represent affected taxing entities as defined by Health and Safety Code Section 34171(k), however, we are engaged to do contract administration work for the Santa Clara Valley Transportation Authority.

G. Litigation or Administrative Proceedings

Nossaman confirms that there is no pending litigation involving the firm or any attorney in the firm arising from legal services provided by the attorney or the firm. Nossaman also confirms that there are no pending criminal or administrative actions (including disciplinary matters) involving the firm or any attorney in the firm which arise from legal services provided by the attorney or the firm.

H. Debarments or Suspensions

Neither Nossaman, nor any individual attorneys who are principals, partners or employees of your firm, have been debarred or suspended by any public entity from obtaining or performing a contract.

Work Descriptions for Minimum Requirements

California Redevelopment Law

County of Los Angeles

Judy Whitehurst Esq.
Office of the County Counsel
Los Angeles County
Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles, CA 90012
213.974.1811
Jwhitehurst@counsel.lacounty.gov

Nossaman is assisting the County Counsel for Los Angeles County in advising the County's Auditor-Controller in its audits of over 70 former redevelopment agencies mandated by Health & Safety Code Section 34182. Nossaman is reviewing documentation submitted in support of obligations listed on Recognized Obligation Schedules questioned by the Auditor-Controller's Office to determine whether they are "enforceable obligations" within the meaning of ABx1 26. We are also working with the County Counsel in responding to challenges by Successor Agencies to the results of the audit.

Municipal Finance

City of Redwood City

Brian J. Ponty
Director of Finance
City of Redwood City
1017 Middlefield Road
Redwood City, CA 94063
650.780.7072
bponty@redwoodcity.org

In addition to representing the City as bond counsel for its water and land secured financings over the past 10 years, Nossaman also served as bond counsel for its \$34 million 2003 Tax Allocation Bonds, which included a 501(c)(3) component.

Commercial Real Estate

San Francisco Bay Area Water Emergency Transportation Authority

Nina Rannells
Executive Director

San Francisco Bay Area Water Emergency Transportation Authority
The Embarcadero
Pier 9, Suite 111
San Francisco, CA 94111
415.364.3186
rannells@watertransit.org

Nossaman is the sole outside general counsel to the WETA and represented its predecessor, the Water Transit Authority, in the same capacity. We have successfully negotiated and closed on the transfer of the Alameda and Vallejo ferry services to WETA, which included consideration of numerous real estate issues. Nossaman also negotiated the lease for a new ferry maintenance facility on the former Alameda Naval Air Station and the landing rights agreement for ferry service at the Ports of San Francisco and Oakland. Nossaman also negotiated a 55-year ground lease with the City of South San Francisco, as the owner, and the San Mateo Harbor District, as the landlord and the operator pursuant to a Joint Powers Agreement, of certain parcels of real property and water areas situated in the County of San Mateo, State of California, more commonly known as Oyster Point Marina/Park (Marina). WETA has ground leased a portion of the Marina for the purpose of constructing and operating the Oyster Point Ferry Terminal, which commenced operation on June 4, 2012. Nina Rannells

San Francisco County Transportation Authority

Jose Luis Moscovich
Executive Director
San Francisco County Transportation Authority
1455 Market, 22nd Floor
San Francisco, CA 94103
415.522.4803
Jose.Luis.Moscovich@sfcta.org

Nossaman negotiated a lease for SFCTA's new location, at 1455 Market Street, as well as termination of its existing lease at 100 Van Ness. Nossaman also negotiated quitclaim deeds and escrow arrangements associated with potential de-funding of the Transbay Terminal project.

Sacramento County Employees' Retirement System (SCERS)

Richard Stensrud
CEO/Retirement Administrator
Sacramento County Employees' Retirement System
980 Ninth Street, Suite 1900
Sacramento, CA 95814-2719
916.874.2486
stensrudr@saccounty.net

Nossaman is SCERS' sole outside real estate counsel providing legal services required in connection with this pension fund's real estate acquisition, management and disposition of real estate equity. Since 1995, we have represented SCERS in connection with the investment of more than \$350 million in all types of properties, including corporate office complexes, retail centers, apartment complexes, and industrial facilities, in locations throughout the United States. Additionally, we provide advice with respect to and/or assist in negotiating and documenting lease transactions together with other property and asset management matters, such as asset and property management agreements, brokerage agreements, service, maintenance and parking contracts as well as tenant and service-provider relations. We have also represented SCERS in its negotiation of a portfolio mortgage loan secured by several properties. Nossaman also negotiated the lease for SCERS' office and meeting space.

Downtown Properties Holdings, LLC

Eric M. Bender
Vice President
Downtown Properties Holdings, LLC
818 West Seventh Street, Suite 410
Los Angeles, CA 90017
213.213.8636
ebender@downtown-properties.com

Nossaman assisted a group of Asian investors for the acquisition of 333 Market Street in San Francisco, one of the largest U.S. commercial real estate transactions of 2010. Nossaman negotiated the purchase agreement, performed due diligence and negotiated the loan documents for the \$206,000,000 loan.



50 California Street
34th Floor
San Francisco, CA 94111
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F 415.398.2438
gconnor@nossaman.com

Practice Areas & Industries

- Eminent Domain and Valuation
- Real Estate

F. Gale Connor | Partner

Gale Connor has a distinguished practice encompassing many aspects of real property law. He is experienced in eminent domain, redevelopment, commercial leasing, acquisition and disposition of improved and unimproved properties, real estate finance, and litigation of environmental, title, and land use issues. He serves as special outside counsel for real estate acquisitions for various cities, counties and redevelopment agencies. He is also a frequent writer and speaker on eminent domain, redevelopment and appraisal issues.

Representative Work

- **County of Los Angeles.** Currently engaged by Los Angeles County to assist its Department of Auditor-Controller in the audits of over 70 former redevelopment agencies mandated by Health & Safety Code Section 34182. Mr. Connor is reviewing and advising the County on the enforceability of various debt obligations listed on the Recognized Obligation Payment Schedules prepared by the successor agencies. He is also advising the County on creative solutions for resolving issues not fully addressed by ABx1 26.
- **Successor Agency Oversight Boards.** Currently engaged by Oversight Boards for the Successor Agencies to the Morgan Hill and San Jose Redevelopment Agencies to provide general legal services regarding the dissolution activities of the Successor Agencies.

Representative Litigation

- ***Hercules v. Wal-Mart Stores / Wal-Mart Stores v. Hercules*** Represented the City and Redevelopment Agency in two related cases involving the condemnation of unimproved land owned by Wal-Mart for redevelopment purposes and a related reverse validation action. This litigation was the subject of international media attention, having been reported on by news outlets from Great Britain to Japan.
- ***Emeryville Redevelopment Agency v. Harcros Pigments, Inc.*** 101 Cal.App.4th 1083 (2002). Represented owner of an industrial pigment plant in an eminent domain action in which the jury awarded compensation in the amount of \$12.5 million. The appellate decision clarified California law on various valuation procedures, including entitlement to goodwill.
- **Pleasant Hill Redevelopment Agency.** Represented the Redevelopment Agency in 21 condemnation actions for the assemblage of over 26 parcels for the construction of the Pleasant Hill Downtown Project. That project received the 2004 California Redevelopment Association Award for Excellence for Community Redevelopment.
- ***United States of America v. Alameda Gateway, Ltd.*** 953 F.Supp. 1106 (N.D. Cal. 1996). Represented the owner of a shipyard in the Oakland inner-harbor in action brought by the United States Government under the Rivers and Harbors Act of 1899 (33 U.S.C. §§ 403, 406.), and represented the owner in a related action in the United States Court of Federal Claims.
- ***County of Contra Costa v. Pinole Point Properties*** (1994) 27 Cal.App.4th 1105. Represented property owner at trial and on appeal in a condemnation action in which the property owner was awarded in excess of \$6 million for the taking of unimproved land. The appellate decision clarified California law on the use of a prior inconsistent appraisal for impeachment of an appraiser at trial. This rule was later codified by the legislature in a 2002 amendment to C.C.P. §1255.060.

Representative Transactions

- **Mixed Use Development.** Led a team of lawyers representing the owner of a 30 acre, 180,000 square foot urban shopping mall in the redevelopment of the property into a town center featuring a mix of social service/office/transit/retail and residential uses. Supervised all phases of the project, from the original foreclosure in the mid-1990s through various rounds of financing, leasing, construction, sub-division, environmental

remediation and related litigation. The project was the subject of an extensive article in the Urban Land Institute Magazine, which lauded it as a successful model for urban redevelopment through public and private cooperative efforts. Mr. Connor represented the owner in the ultimate sale of the redeveloped property for \$78 million.

- **Commercial Leasing.** Represents both landlords and tenants in leasing transactions for spaces ranging from 2,000 to 64,000 square feet in size for office, retail commercial, and light industrial, medical offices, restaurant, wireless telecommunication facilities, and special city, county and federal governmental uses. Mr. Connor recently represented a major global manufacturing company in leasing over 120,000 square feet of mixed office and retail space in Southern California, as well as the owner of a commercial office building in Northern California in leasing over 65,000 square feet of office space. Regularly represents tenants in office leases throughout San Francisco.
- **Acquisition, Financing and Disposition of Properties.** Represents sellers and buyers in the purchase and sale of improved and unimproved properties, including retail, office, light industrial, agricultural, multi-family residential and special use properties. Also represents borrowers in secured lending transactions including construction, bridge, private equity and conduit loans.
- **Right of Way Acquisitions.** Represents cities and municipally owned utility in acquiring rights of way for streets, roads, power lines and other infrastructure projects.

Awards & Honors

Named a "Super Lawyer" for Real Estate Law in *San Francisco* magazine, 2006, 2008 – 2012.

Professional Affiliations

Northern California Chair, State Bar of California, Real Property Law Eminent Domain Subsection

Member, California Redevelopment Association

Member, International Right-of-Way Association

Publications

Co-Author, "Redevelopment Remains in Limbo," *Daily Journal*, August 18, 2011.

Author, "The Million Dollar Difference in Eminent Domain: Relocation Cost or Mitigation Cost?," *Daily Journal*, August 25, 2010.

Author, E-Bulletin for Real Property Law Section, State Bar of California, June, 2008.

Author, "Actions of Agency, Not Appraiser, Key to Attorney Fees Award in Eminent Domain," Nossaman E-Alert, December 2007.

Author, "Prop 90 Not Another 'Kelo,' 'Why did the state's 'Protect Our Homes Act' fail to rally opponents of eminent domain?," *The Recorder*, January 24, 2007.

Author, "Vietnam: Trading With the Enemy or Investing in the Future?" Law and Policy in International Business, Vol. 25, 1994.

Presentations

Speaker, "Redevelopment: The Great Unwinding" County Councils Association of California, 2012 Annual Meeting.

Speaker, "Does the End of Redevelopment mean the End of Affordable Housing?" AHMA-PSW Way Annual Conference, May 22, 2012.

Speaker, "The Death of Redevelopment in California: What Happens Now?" CLE International's 14th Annual Eminent Domain Conference, April 26, 2012.

Speaker, "Appraisals for Eminent Domain: Acquisition Appraisals, Legal Issues and Expert Witness Testimony," Appraisal Institute, March 19, 2012.

Appendix B - Nossaman Team Resumes

- Speaker, "What Does the End of Redevelopment Mean for Real Estate in California," Commercial Real Estate Women Luncheon, March 15, 2012.
- Speaker, "Not Just Another End of Redevelopment Story," International Right of Way Association Chapter 42, March 4, 2012.
- Speaker, "The Death of Redevelopment in California," Appraisal Institute Workshop, January 19, 2012.
- Speaker, "The Death (and Rebirth?) of Redevelopment," International Right of Way Association Chapter 1 - Los Angeles County 2011 Annual Fall Seminar, October 25, 2011.
- Speaker, "Everything You Were Never Taught About Litigation Appraisal –A Hands On Approach," Silicon Valley Branch Chapter of the Northern California Chapter of the Appraisal Institute and International of Right of Way Association (IRWA) – Chapter 42, Atherton, CA, July 22, 2010.
- Interviewed on eminent domain issues by BBC World Service, Los Angeles Times, Fox News (The O'Reilly Factor), San Francisco Chronicle, NPR, Sky Radio and San Jose Mercury News.
- Speaker, "Preparing Appraiser Trial Testimony – Perspectives from Lawyers and Appraisers," CLE International's Annual Eminent Domain Conference, November 17, 2009.
- Speaker, "Precondemnation Best Practices: Strategies and Steps to Avoid Unnecessary Costs and Delays," Complimentary Nossaman Webinar, September 9, 2009.
- Speaker, "Property Acquisition in the Shadow of Propositions 98 and 99," California Redevelopment Association Legal Issues Symposium, August, 2008.
- Speaker, "Emeryville v. Elementis, A Case Study," California Redevelopment Association Legal Issues Symposium, August, 2004.
- Speaker, "Emeryville v. Elementis, A Case Study," Appraisal Institute/International Right-of-Way Association Luncheon, September, 2003.
- Speaker, "Pleasant Hill Downtown: A Case Study for Redevelopment," California Redevelopment Association, Introduction to Redevelopment, April, 2000.
- Speaker, "Exercise of the Eminent Domain Power," CLE International, Eminent Domain Conference, December, 1998.
- Speaker, "Inverse Condemnation: Is Your Claim Ripe or Rotten?" San Francisco Real Estate Roundtable, October, 1997.

Education

J.D., Georgetown University Law Center, 1987
B.A., Oberlin College, 1981, *with honors*

Admitted

California
U.S. Court of Appeals for the Ninth Circuit
U.S. District Court of the Northern District of California
U.S. Court of Federal Claims
U.S. Supreme Court



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jstava@nossaman.com

Practice Areas & Industries

- Corporate
- Public Agency Law
- Water
- Land Development

Jeffrey A. Stava | Partner

Jeff Stava specializes in advising cities, redevelopment agencies, joint powers authorities and special districts throughout California in public finance matters. He represents public agencies as bond counsel or disclosure counsel, works as underwriter counsel to investment bankers in tax-exempt financing transactions, and represents developers in land-secured transactions. Mr. Stava has extensive experience with water/wastewater transactions, working with both urban and agricultural agencies.

Representative Work

- **Tax Allocation Bonds.** Mr. Stava serves as bond counsel for the redevelopment agencies of the City of San Diego, Redwood City, Oakley and Grover Beach. He has also served as disclosure counsel for numerous agencies around the State.
- **California Special District Association.** Mr. Stava has represented CSDA since 1988 in connection with an ongoing finance program that to date has issued over 50 series of certificates of participation for special districts in the State, totaling over \$500 million. These obligations have been issued as both pooled transactions and stand-alone financings.
- **Water Bank Financings.** Mr. Stava has served as bond counsel for the Kern Water Bank Authority, the Semitropic Water Storage District, the Kern Delta Water District, the Cawelo Water District and the Madera Irrigation District in connection with the development and financing of water banking operations.
- **Water/Wastewater Financings.** Mr. Stava serves as bond counsel, underwriter counsel and disclosure counsel for public agency utility financings, both urban and agricultural, throughout California.

Professional Affiliations

National Association of Bond Lawyers

Education

J.D., Loyola Law School, 1983
B.A., Loyola Marymount University, 1980, *magna cum laude*

Admitted

California



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Los Angeles, CA 90017
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kmaccary@nossaman.com

Practice Areas & Industries

- Real Estate

Karla N. MacCary | Partner

Karla MacCary has more than 20 years of experience in real estate transactional and financing matters, and serves as Chair of Nossaman's Real Estate Practice Group. She represents developers in the acquisition and disposition of such projects as office buildings, hotels, condominiums, industrial properties, retail centers, mitigation properties, apartments and undeveloped land, and she represents governmental agencies in the acquisition and leasing of real property for various uses.

Ms. MacCary also represents landlords, tenants and governmental entities in leasing of commercial and industrial properties as well as ground leases. She also represents lenders, developers, and joint ventures in loans secured by real property including loan modifications and enforcements, and in equity financing, as well as loan assumptions and defeasances of securitized loans.

Representative Work

- **Orange County Transportation Corridor Agencies.** Key member of the Nossaman team advising the Agencies in all of their real estate needs. A lead attorney in negotiating the acquisition from The Irvine Company of almost all of the right of way for the Eastern Transportation Corridor. The lead attorney responsible for the acquisition of two conservation easements and right of way from the Santa Margarita Company. Lead attorney in the acquisition of an office building for the client's administrative headquarters. Primary attorney in negotiating an option to acquire right of way through the Marine Corps Base Camp Pendleton. Advised with utility relocations work and landlord-tenant issues.
- **333 Market Street.** Lead counsel for a group of Asian investors in the acquisition of an office building, one of the largest U.S. commercial real estate transactions of 2010, including obtaining a \$206,000,000 loan. Negotiated purchase agreement, performed due diligence, and negotiated loan documents.
- **Port of Long Beach.** Represented the Port of Long Beach in negotiating a ground lease extension for Port lands, and in negotiating an option for a long-term ground lease of an additional parcel. Represented the Port of Long Beach in negotiations to acquire the Long Beach World Trade Center for the Port's administrative offices.
- **Rowan Lofts.** Represented the developer of the Rowan Lofts in the simultaneous auction of the condominium units in its first Phase of sales. This successful auction to 63 units resulted in around \$23,000,000 of proceeds.
- **Downtown Properties.** Represented the developers of the Douglas, Rowan and El Dorado Buildings in downtown Los Angeles. Work included negotiating purchase agreements, negotiating and drafting parking easements and covenants, and performing due diligence. Such properties are being or were completely renovated and are old buildings in downtown Los Angeles being adapted for residential use. Represented the company in negotiating and documenting acquisition, mezzanine and construction loans, including addressing ground lease issues. Representing the developer in obtaining DRE public reports, forming the owners' association, and drafting Condominium CC&Rs and sale documents. Represented the developer of the Douglas Building in leasing all of the building's retail space. Represented the owner of several downtown Los Angeles office buildings in refinancing loans and in defeasing securitized loans.
- **County of Los Angeles.** Currently engaged by Los Angeles County to assist its Department of Auditor-Controller in the audits of over 70 former redevelopment agencies mandated by Health & Safety Code Section 34182. Ms. MacCary is reviewing and advising the County on the enforceability of various debt obligations listed on the Recognized Obligation Payment Schedules prepared by the successor agencies. She is also advising the County on creative solutions for resolving issues not fully addressed by ABx1 26.

- **Guaranty Bank.** Represented this bank in the foreclosure of several development projects in Southern California.
- **Anaheim Hotel Partnership.** Represented the owner of the Anaheim Hilton, the largest hotel in California with over 1,570 rooms, in negotiating a restructure of over \$125,000,000 in loans secured by a ground leasehold interest, in negotiating a construction loan for a multi-million dollar refurbishment of the hotel, in exercising the purchase option under the ground lease, and in refinancing \$142,000,000 of loans upon acquisition of the fee.
- **Metro Gold Line Construction Authority.** Attorney for the Authority in the development of a joint development program and in the disposition of a parcel of land adjacent to a future station site.
- **Merryvale Vineyards.** Represented this winery in the acquisition of additional vineyard lands and development of a new winery. Representation included the negotiation and documentation of wastewater easements and reciprocal easements, resolution of agricultural issues and contracts, and the negotiation of CC&Rs. Represented the winery in an agricultural loan as well a construction loan and lines of credit.
- **Juliana Vineyards.** Represented this entity in the acquisition of hundred of acres of vineyard property, obtaining an agricultural loan, studying water rights, negotiating Grape Purchase Agreement and addressing ground lease issues.
- **The Pacific Lumber Company.** Lead member of the Nossaman real estate team for the sale of the Headwaters Forest to the federal government. This was a unique transaction involving sensitive resources and the need for the seller to retain certain rights in order to continue operations on its retained lands.
- **Forest Lawn Memorial-Park.** Represented the company in the procurement and granting of conservation easements to a governmental agency. Negotiated a Restoration Contract and a Restoration Management Agreement for a project to restore sensitive habitat, adapting a construction contract and construction management agreement to meet the unique requirements of this project.
- **United Surgical Partners.** Represented this company in the negotiation and documentation of several build-to suit leases of a multi-million dollar new hospitals and a medical office building. Also advised with respect to the construction contract with the general contractor.
- **Vaquero Partners.** Represented the client in a multi-million dollar acquisition of a one-half working interest in two oil and gas leases in the South Belridge Oilfield in Kern County, one of the largest oil field in the country including Alaska. Formed the limited partnership buyer and the limited partner equity participant. Drafted the offering memorandum and handled the securities laws issues. Negotiated two loans secured by the oil and gas leases and by partnership interests. Represented the client in multi-million dollar acquisitions of oil and gas interests in the Rocky Mountains.
- **Petrorock Energy.** Representing the founder is all aspects of formation including ownership structure, governance, transfer of oil and gas interests to the entity, and drafting of organizational documents, conveyance documents, employment agreements and consulting agreements. Also represented the company in negotiating a multi-million dollar line of credit and in a rights offering.
- **Goldrich & Kest.** Represented this real estate investment and development company in several multi-million dollar financings and refinancings, as well as assumptions of securitized loans. Also represented the company in the defeasance of several securitized loans. In addition to negotiating the loan documents, addressed issues involving ground lessor estoppel and consent, and obtaining subordination agreements from existing tenants.
- **Iron Mountain.** Represented this company in several acquisitions of commercial and industrial properties in California and in leasing matters, including build-to-suit leases.

- **Healthcare Partners Affiliates Medical Group.** Represented this medical group in making a multi-million dollar loan secured by a medical facility in Los Angeles.
- **California Primary Physicians Property Group.** Represented this medical group in drafting a standard form of lease for a medical office building in Los Angeles owned by the medical group.
- **Cotton Medical Center.** Represented this investor group composed of doctors in the refinance of a multi-million dollar medical building in Pasadena.

Professional Affiliations

American Bar Association, Member of Real Property Section
California State and Los Angeles County Bar Association, Member of Real Estate Sections
Central City Association

Publications and Presentations

Speaker, "Fundamentals of Real Estate Acquisitions: From Contract to Closing," Lorman Educational Services Seminar, April 11, 2008.
Author, "How to Defeas a Loan on Schedule and Avoid Future Liability," *California Real Estate Journal*, June 4, 2007.
Contributing Author, Miller & Starr, *California Real Estate Forms, 2nd Edition*, 2006 "Financing".

Education

J.D., University of California, Los Angeles School of Law, 1990
B.A., University of California, Berkeley, 1987, *with highest honors*, Phi Beta Kappa

Admitted

California



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Practice Areas & Industries

- Real Estate
- Public Pensions and Investments
- Environment and Land Use
- Land Development

Danielle Sveska Gensch | Partner

Danielle Sveska Gensch's practice focuses on real estate and land use issues. She represents public agencies, pension funds, corporate entities and developers in a variety of real estate transactions, including acquisitions, dispositions, leasing and loan transactions. Ms. Gensch has extensive experience in complex transaction and portfolio due diligence matters, including review of entitlements. She has also represented developers and public agencies in a variety of public/private real estate financing programs, including low-income housing tax credits, tax increment financing and property tax abatements. Her land use practice has included representation of developers and corporations in all phases of development – urban/suburban/rural, residential/office/retail/industrial and brownfields/greenfields. She also has experience with transactional and land use aspects of mixed-use developments, including preparation of covenants, conditions and restrictions and reciprocal easement agreements.

Prior to law school, Ms. Gensch was a transportation planner/traffic engineer at an engineering firm in the Washington, D.C. area.

Representative Experience

Real Estate

- **Sacramento County Employees' Retirement System.** Responsible for all commercial leasing activities in portfolio of office, industrial, retail and mixed-use buildings. Lead attorney on acquisition of three multi-family residential buildings and sale of retail center.
- **San Jose Police and Fire Department Retirement Fund (SJP&F).** Responsible for all commercial leasing activities in portfolio. Lead attorney on acquisition, development and leasing of LEED-certified office building of 120,000 square feet in suburban St. Louis, Missouri. Provided ongoing corporate structuring advice for title-holding entities.
- **County of Sonoma.** Drafted purchase and sale agreement for complex public-private partnership associated with divestiture of County's solid waste assets. Assisted in significant due diligence and procurement activities.
- **Children's Hospital & Research Center Oakland.** Represented Children's in acquisition and financing of medical office building in Walnut Creek, California. Provided assistance on non-profit restructuring and debt matters.
- **Automotive Client.** Lead attorney on acquisition of research and development facility in Carlsbad, California.
- **Various Clients.** Represented multiple purchasers of office condominiums, potential purchaser of hotel site and new master developer at Mission Bay in San Francisco.
- **Life Insurance Company.** Negotiated loan documents and performed lender due diligence for Northern California loan transactions.
- **Tax Credit Syndicators.** Negotiated limited partnership agreements, loan documents and development agreements for low-income housing tax credit transactions. Performed significant due diligence activities on portfolio of approximately 100 properties.
- **Food Service.** Negotiated property tax abatements and tax increment financing arrangements for manufacturer in Illinois, Wisconsin and Missouri.

Public Agency

- **San Francisco Bay Area Water Emergency Transportation Authority.** Advised on public meeting, conflict of interest and other public agency operational issues; current Assistant General Counsel to Agency. Negotiated final lease terms for new ferry terminal in South San Francisco, California.

- **San Francisco County Transportation Authority.** Advised on procedural and administrative code matters at public agency and committee meetings. Negotiated quitclaim deeds and escrow arrangements associated with potential de-funding of mixed-use transportation and office facility.
- **Special District.** Negotiated amendments to joint powers authority-related documents and purchase and sale agreement for three-party land exchange.

Land Use and Natural Resources

- **Residential and Mixed-Use Developer.** Drafted and reviewed CEQA documentation for multiple proposed developments. Advised on brownfields reuse issues for former burn dump, airfield and steel plant.
- **Residential Developer.** Reviewed environmental documentation for proposed reuse of former Marine Corps air station. Advised client on development agreement issues.
- **Retailer.** Drafted appellate briefs for Illinois case involving claims of inadequate due process at special use public hearing.
- **Residential Developer.** Represented developer at extensive hearings for proposed 500-acre suburban Chicago residential and commercial development.

Professional Affiliations

American Bar Association, Sections on Real Estate and State and Local Government
State Bar of California, Sections on Real Estate and Environmental Law
Urban Land Institute
President of Board of Directors, The Bethany Center (low income senior housing)

Education

J.D., University of Michigan Law School, 1999, *cum laude*
B.S., Cornell University, 1995, *with distinction*

Admitted

California
Illinois

**RESPONSE TO
REQUEST FOR QUALIFICATIONS (RFQ)
FOR REDEVELOPMENT DISSOLUTION COUNSEL
TO THE OVERSIGHT BOARD OF THE
SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY FOR THE
CITY OF SAN JOSE**

PROPOSALS DUE:
Friday, August 3, 2012, by 3:00 p.m. PDT

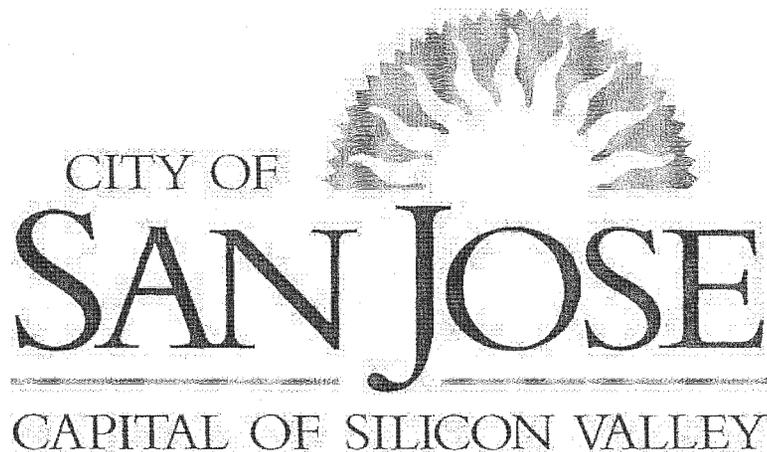


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(A) Minimum Qualifications

The proposed legal team members identified under section C below are immediately available to the Oversight Board, are licensed to practice law and are in good standing with the California state bar. Team members have the requisite experience to competently perform the services required under this request. General information is provided below with their individual short biographies attached to this submission.

(B) Firm Experience

Atkinson, Andelson, Loya, Ruud & Romo (AALRR or the firm) is a Professional Law Corporation, incorporated in the state of California. AALRR has extensive experience representing agencies in multiple legal disciplines and exceeds the minimum qualifications specified under section II of the RFQ. Our attorneys have significant experience in the areas of governance, facilities, corporate, real estate, tax, bankruptcy, labor relations, personnel management, and other emerging issues and claims.

AALRR recognizes that a primary goal of ABx1 26, as modified by AB 1484 on June 27, 2012, is to ensure that former redevelopment agencies' recognized obligations are performed and payments are made in a timely manner. Our goal is to help the Oversight Board avoid surprises when dealing with the disposition of assets and long-term liabilities received from the former redevelopment agency, while advising the Oversight Board to reach their goals and objectives in a timely manner with the intent to maximize value. In addition, our experience and expertise in assisting boards comply with state law, including the Brown Act, Conflict of Interest Laws, and the California Public Records Act, will play a vital role in assisting the Board with legal compliance issues.

The National Law Journal recently recognized AALRR as one of 20 mid-size law firms for inclusion on their 2011 "Hot List." "The National Law Journal's Midsize Hot List includes 20 law firms that have thrived amid the downturn." (July 11, 2011, "Midsize Hot List," The National Law Journal) AALRR also ranked 36th in the California Lawyer "The 2011 California 50" Survey of the largest law firms in California, September 2011.

We take an active role in representing our clients' interests throughout California and across the country. We are proficient in a number of foreign languages which is consistent with the firm's belief in being attentive to the diversity of our clients and their communities.

We celebrate diversity as reflected by our longstanding commitment to hiring and keeping professionals who reflect the community and our clients. In a recent survey ("2011 California 50") in California Lawyer, AALRR ranked as the 36th largest law firm in California. The firm was also recognized as the most diverse partnership in the state. The ranking was reflective of our partner diversity. Twenty percent (20%) of AALRR partners now consist of minorities and women. An overview of the general areas of Firm experience is attached as Appendix (1).

Headquartered in Cerritos, California, we are easily accessible from any of our seven offices strategically located throughout the state. Our local office in Pleasanton is uniquely positioned offering full-service capabilities within minutes of the Agency.

- Pleasanton:** 5075 Hopyard Road, Suite 210, Pleasanton, CA 94588
Phone: (925) 227-9200; Fax: (925) 227-9202
- Cerritos:** 12800 Center Court Drive, Suite 300, Cerritos, CA 90703
Phone: (562) 653-3200; Fax: (562) 653-3333
- Sacramento:** 2485 Natomas Park Drive, Suite 240, Sacramento, CA 95833
Phone: (916) 923-1200; Fax: (916) 923-1222
- Fresno:** 5260 N. Palm Avenue, Suite 300, Fresno, CA 93704
Phone: (559) 225-6700; Fax: (559) 225-3416
- Irvine:** 20 Pacifica, Suite 400, Irvine, CA 92618
Phone: (949) 453-4260; Fax: (949) 453-4262
- Riverside:** 3450 Fourteenth Street, Suite 420, Riverside, CA 92501
Phone: (951) 683-1122; Fax: (951) 683-1144
- San Diego:** 11440 West Bernardo Court, Suite 174, San Diego, CA 92127
Phone: (858) 485-9526; Fax: (858) 485-9412

(C) Services Provided/Attorneys Assigned

Patrick A. Gunn has full authority to execute any contracts with the Agency and can be reached at the Pleasanton office (925-277-9292), or at pgunn@aalrr.com. Mr. Gunn will be the point person for the Agency, responsible for coordinating all services the Oversight Board requests from AALRR, and is committed to creating a seamless client service methodology through his unmatched proactive and responsive approach.

Firm attorneys will work diligently to timely communicate with the Oversight Board and Agency management. While many communications may be telephonic or in-person, we regularly communicate via email and letter. A status report regarding litigation matters will always be in writing as the impact of litigation decisions are significant. When a new litigation matter is opened, we provide an initial assessment report within 60 days, which includes a proposed budget. This report is updated every 60 days or sooner if events warrant. For non-litigation matters, the manner and frequency of communication will vary depending on the situation and the Oversight Board's needs and preferences. For example, some matters will require more written communication than a general call for advice and counsel regarding a policy.

With respect to managing legal fees and costs, our team of attorneys are experienced and efficient. Therefore, we provide value to our clients, as we are not "learning on the agency's time." To further manage costs, Mr. Gunn takes into account the areas of expertise of our attorneys when assigning a project. For example, one of our partners, Thomas Kovacich is a recognized statewide expert in the area of prevailing wage law and litigation. Hence, it will be more efficient to assign him to assist the Agency in these matters, than to assign Mr. Gunn who has years of experience handling complex issues as they arise at board meetings and is well versed in the requirements of the Brown Act, public contract code and real property laws. Additionally, we often provide an estimate of the amount of time a task will take to complete, if it is expected to take longer than two hours.

Our firm takes pride in our proactive communication with respect to legal developments. We issue regular alerts regarding new cases or legislation and we work closely with clients to understand their business. Therefore, if we learn of a legal development that could impact a client, we inform the appropriate management representative or board member.

When we handle litigation, we inform our client of the estimated costs of defense. This is a factor to be considered by the Agency when assessing whether to settle a case. The other factors for consideration with respect to settlement are: (i) probability of success; (ii) importance of matter in setting precedent or impact on operations; (iii) potential exposure, should the Agency not prevail; and (iv) the demand of the plaintiff. Settlement decisions are fluid and each case is unique. Firm attorneys have extensive litigation and trial experience to provide accurate analysis of these factors and are not afraid to recommend reasonable ranges for settlement. See Appendix 2 as attached regarding AALRR team qualifications.

Specific experience as requested under Section II. Minimum Qualifications:

1. Corporate Dissolution

Our corporate attorneys have extensive experience in corporate matters for both for-profit and nonprofit corporations, limited liability companies and general and limited partnerships, including business formations, dissolutions & redemptions, mergers & acquisitions, venture and private equity capital, debt financing, corporate operations and governance, buy-sell agreements, franchise and distributor agreements, sales and service contracts, executive employment agreements, and benefits.

We represent clients in most industries, including real estate and construction, high tech, medical and other professionals, insurance, manufacturing, retailing, wholesaling, financial services and consumer services. We also represent many types of nonprofit corporations, including educational foundations, industry and trade associations, public charities, public financing corporations and educational institutions. Many of our attorneys have advanced degrees in taxation in addition to their law degrees, which enable them to better structure corporate transactions.

2. California Redevelopment Law

The firm has reviewed numerous redevelopment policies to determine compliance with AB1290 requirements for accounting of redevelopment proceeds as well as addressing pass through agreement accounting for pre-AB 1290 arrangements. Recently, the firm appealed a determination by the State Controller that improperly characterized pre-AB 1290 funds as real property taxes and was able to reverse the determination days prior to the Office of Administrative Appeals hearing.

The firm has also addressed use of redevelopment funds and arrangements made for both design and construction of projects that are financed by redevelopment agencies including loans, joint use and license arrangements that are typical with redevelopment agencies. The firm recently assisted ABC Unified School District with the real property interest in this published case.

The firm has been advising several local agencies regarding the impacts, and required implementation of ABx1 26, as modified in the case of *California Redevelopment Assn. v. Matosantos* (2011) 53 Cal.4th

231, and more recently by AB 1484. The redevelopment issues arising from these new laws are largely matters of first impression. Thus, the depth and diversity of our experience and expertise in public agency law are key to informing our legal judgment as to interpreting the requirements of ABx1 26 and AB 1484.

City of Cerritos v. Cerritos Taxpayers Assn., 183 Cal.App.4th 1417, 108 Cal.Rptr.3d 386 (2010), holding that an agreement between ABC Unified School District and the City of Cerritos for purchase and renovation of properties in exchange for construction of affordable housing was a proper use of Low and Moderate income (LMI) funds under the California Redevelopment Act.

Mary Sieu, Superintendent, **ABC Unified School District**
16700 Norwalk Boulevard, Cerritos, CA 90703
(562) 926-5566, mary.sieu@abcusd.k12.ca.us

3. Commercial Real Estate

The firm represents public agencies with respect to all aspects of property acquisition, disposition, and use. AALRR has sold or exchanged tens of millions of dollars' worth of property on behalf of our public sector clients. Recent sales include projects for Fountain Valley School District, Lowell Joint School District, Alhambra Unified School District, Los Alamitos Unified School District and Santa Ana Unified School District, to name a few. In particular, the firm has followed complicated sale processes and auctions for four (4) different properties (totaling approximately \$100 million) for the Fountain Valley School District.

Available services include regulatory site approval, negotiated acquisitions, sale or lease of surplus property, purchase and escrow agreements, leases and licenses, joint use and occupancy agreements, eminent domain, and civic center agreements. The firm also has extensive experience in environmental and land use matters. Our services in the real property area include both transactional and litigation assistance. Firm attorneys have analyzed and prepared documents related to zoning, land use, property exchange, sale of partial properties under the Naylor Act, waiver of Education Code provisions and "opting out" of the State funding program. Our tax attorneys assist our public entity clients in tax controversies and regularly advise our clients on tax-deferred transactions, such as 1031 exchanges.

Our eminent domain practice includes advice on the procedural aspects of eminent domain property acquisition, as well as litigation. On the technical side, we prepare, file, and serve summons, complaints, and all related documents. We have obtained and served writs of assistance in order to evict owners from the property. Our counsel services include review of litigation guarantees, acquisition negotiations, and property valuations. If litigation becomes necessary, we have the team available to handle all phases of litigation from pre-trial through appeal. We are adept at handling all right to take, right to possession, and just compensation challenges. At the conclusion of a matter, we prepare all documents necessary to obtain clear title.

The firm has experience in all facets of state and federal environmental and hazardous substances regulation and provides strategic advice to clients on a broad range of environmental issues, including federal and state Superfund and site remediation matters, including CERCLA (Superfund) enforcement, asbestos regulation, as well as oversight and enforcement by the California Environmental Protection Agency Department of Toxic Substances Control ("DTSC"), brownfields redevelopment, environmental

aspects of real estate transactions, compliance and enforcement matters, climate change, environmental disclosure, environmental litigation and alternative dispute resolution.

The firm has negotiated settlements under CERCLA on behalf of multiple clients with the state and federal Environmental Protection Agency concerning improper hazardous waste disposal at the Casmalia Resources and Omega Chemical Corporation Superfund sites. The firm has also assisted several clients with investigation and remediation actions carried out under the direction of DTSC. The firm's role has included meeting and negotiating with DTSC, participating in both closed and open session governing board meetings for public agency clients, reviewing investigation and cleanup documents, and preparing public notices.

The firm is also active in advising clients on storm water pollution prevention, Clean Water Act compliance, and NPDES permitting associated with construction projects of all types. We have represented multiple clients with issues involving various Regional Water Quality Control Boards. The firm has experience with Proposition 65 compliance, pipeline risk assessment, and seismic studies, and has represented clients regarding the development, purchase, sale and use of contaminated real property. We have assisted clients working with the California Coastal Commission, local fire agencies, and the United States Fire Service. The firm also represents clients in a variety of federal and state proceedings under RCRA, the Clean Air Act, the Clean Water Act and related state statutes. The firm has been responsible for environmental due diligence and contractual allocation of environmental liabilities in numerous transactions involving properties and facilities throughout the United States. Recently, the firm advised clients on emerging issues relating to greenhouse gas (GHG) management, climate change, sustainable development and environmental disclosure.

The firm has advised numerous public agencies on compliance measures for the California Environmental Quality Act ("CEQA"), including preparation, review, and certification/adoption of environmental impact reports, initial studies, and mitigated negative declarations. We have also counseled clients on effective use of CEQA exemption findings and mitigation measures. CEQA impacts virtually every private and public project in the state. The firm recognizes the unique ability of a CEQA challenge to delay or derail a project, and we place particular emphasis on proactive compliance. We have helped several public entities to defuse potential challenges through public involvement and shrewd planning. Despite our proactive approach, CEQA challenges occur from time-to-time. The firm has experience in both defending and prosecuting CEQA challenges on behalf of public entities.

Although we strive to minimize our clients' exposure to lawsuits, the fact is that litigation is a reality when dealing with real property transactions. Our attorneys represent our clients through all stages of litigation: drafting and filing the initial complaint or responsive pleadings, preparing and responding to discovery, conducting factual investigation, preparing witnesses and defending depositions, retaining and deposing expert witnesses, preparing summary judgment motions, preparing for trial, trying the cases, and dealing with appeals and other post-judgment issues. The firm also has considerable experience in alternative dispute resolution methods, including arbitration and mediation.

The firm represents North America's largest chemical manufacturer in a breach of contract action concerning disclosures and remediation related to a sale of real property that originally was occupied by a chemical and petroleum storage, packaging, blending and distribution facility. The case is currently before the United States District Court. The allegations concern soil and groundwater contamination

under CERCLA; the Resource Conservation and Recovery Act; the Federal Water Pollution Control Act; and the Clean Water Act, among others.

Carri Matsumoto, Executive Director Facilities Development & Planning or
Kim Stallings, Chief Business & Financial Officer, **Long Beach Unified School District**
1515 Hughes Way, Long Beach, CA 90810
Phone: (562) 997-7550 and phone: (562) 997-8189

4. Municipal Finance

The firm represents numerous public school districts in the capacity of district counsel, working closely with bond counsel, on the issuance of general obligation bonds. The firm has extensive experience working with the Office of Public School Construction in applying for state funds through the various State School Facilities Programs including, but not limited to, the New Construction Grant, the Modernization Grant, Charter School Facility Program, Critically Overcrowded School Facilities Program, Joint Use Program, Career Technical Education Facilities Program, Overcrowding Relief Grant, High Performance Incentive Grant, Seismic Mitigation, Facility Hardship Grant, Rehabilitation Grant, and Financial Hardship.

Santa Ana Unified School District

The district hired a program manager to handle all bond and State funded projects, a \$650 million program. The District terminated the program manager and initiated litigation. At the time, the program manager had billed for over \$7 million in unpaid invoices and had incurred at least \$2 million in actual costs. The program manager filed a lawsuit seeking lost profits and compensation of over \$20 million. After over a year of significant litigation, this matter settled for \$600,000, or a sum less than the remaining reimbursable costs owed to the program manager.

(D) Fee Structure – See Appendix 3

(E) References – See Appendix 4

(F) Conflict of Interest

At time of submission, the firm is not aware of any conflicts of interest known or pending with or against the Agency.

(G) Litigation or Administrative Proceedings

1. There is no pending litigation involving the firm or any of its attorneys.
2. The Firm or any of its attorneys or officers have been convicted or indicted for any alleged misconduct. All attorneys proposed under this response are in good standing with the California state Bar.
3. NA

(H) Debarments or Suspensions

The firm nor its attorneys have been debarred or suspended by any public entity.

(1) General Firm Capabilities

General Areas of Experience	
Governance	Board Policy Development, The Brown Act, Board Relations, California Education Code, Government Code and Title V Interpretation
Labor Relations	Collective Bargaining, Grievance Processing, Arbitrations, Mediation, Fact-finding, and Litigation
Personnel Management	Layoffs, Contract Admission, Wage and Hour, Leaves, Workers' Compensation, Unemployment Insurance, Employment Discrimination, Dismissals, and Employee Discipline and Discrimination Complaints
Facilities and Real Estate	<p>Contracts and Pubic Bidding and all Alternative Project Delivery Methods, - Contract Preparation, Bid Specifications, Breach of Contract, Bid Protests, Claims and other Disputes</p> <p>Construction Claims - Construction Defects, Builder Liability, Engineering and Design Failures, Soil Erosion, Stop Notices, Bond Claims, Delay Claims</p> <p>Real Property - Purchasing, Selling, Developing, Financing, Leasing, Title and Easement Issues, Low Income Housing, Developer Fees, CEQA, Eminent Domain, Joint Use Facility Agreements, Leases, Sales & Exchanges, Redevelopment Matters, Environmental Regulation</p>
Corporate	Formation, Operation, Merger, Acquisition and Financing of Corporations, Limited Liability Companies, Partnerships, Nonprofits and Other Entities; Buy-Sell Agreements, Executive Employment Agreements, Employee Benefits, Succession Planning, Shareholder and Partner Disputes, and Any Other Matter Involving Business Entities
Tax	Tax Planning for Businesses and Individuals, Estate Planning, Tax Controversies with IRS, FTB, SBE, EDD, and County Assessor; Executive Compensation and Employee Benefits, ERISA Plans, 1031 Exchanges and Tax Free Reorganizations
Bankruptcy	Asset protection, reorganizations, financial analysis and debt restructuring, fraudulent transfer recovery, litigation

(2) AALRR Team Qualifications

Attorney	Bar Number/ Admission Date/ Years in Practice	Office	Areas of Expertise
Patrick A. Gunn Partner 22 years with firm	California State Bar #138729 Admission Date 1988 24 years practicing	Pleasanton	All aspects of civil trial and appellate practice, public business and construction transactions, contract preparations, land acquisition, dispute resolution, arbitration and litigation, Brown Act.
Terry T. Tao Partner 21 years with firm	California State Bar #155637 Admission Date 1991 21 years practicing	Cerritos	Public agency, school and public works, construction law, architectural malpractice, construction contract administration, land use, environmental law, construction litigation, advice and counsel in drafting contracts and agreements, Brown Act.
Davis D. Thompson Partner 23 years with firm	California State Bar #72921 Admission Date 1976 36 years practicing	Cerritos	Corporate, tax, mergers and acquisitions, venture capital, corporate finance, estate and succession planning, real estate and commercial law.
W. Bryce Chastain Senior Associate 5 years with firm	California State Bar #214088 Admission Date 2001 11 years practicing	Pleasanton	Public works and procurement, complex construction and development transactions and litigation, environmental and hazardous materials compliance and remediation, and analysis and implementation of ABx1 26 and AB 1484.
Martin A. Hom Partner 9 years with firm	California State Bar #157058 Admission Date 1991 21 years practicing	San Diego	All aspects of civil trial and appellate practice, alternative dispute resolution, employment and administrative law, and labor relations, differing site conditions, changes, terminations for default, and extended performance and various close-out issues.

PATRICK A. GUNN

Partner

pgunn@aairr.com



Construction - School/Facilities

Construction - Private

Experience

Patrick Gunn is a partner in the Pleasanton office of Atkinson, Andelson, Loya, Ruud & Romo. Mr. Gunn's practice encompasses all aspects of civil trial and appellate practice. He is the leader of the firm's Northern California Business, Construction and Facilities Team, including the firm's Green Energy and Sustainable Construction, and Community College Facilities Teams. Mr. Gunn specializes in business and construction transactions, dispute resolution, arbitration and litigation. He represents numerous school and community college districts, and other public agencies throughout California, as well as a variety of large and small general contractors, subcontractors, and public agencies throughout California. He has extensive experience in negotiation of contracts and business disputes, public bid disputes, and litigation of construction claims, ranging from defects, delays, and disruption, to extras and differing site conditions, to liens, stop notices and bond claims.

Education

Mr. Gunn earned his Bachelor of Arts degree from California State University, Sacramento with Honors (1985) and his Juris Doctor from Loyola Law School (1988).

Admissions

1988, California and U.S. District Court, Northern, Southern, Eastern and Central Districts; U.S. Court of Appeals, Ninth Circuit; U.S. Supreme Court

Memberships

Alameda County, Contra Costa County and American Bar Associations; State Bar of California

Publications and Speaking Engagements

Mr. Gunn and Atkinson, Andelson, Loya, Ruud & Romo are members of the Legal Advisory Committee of the Associated General Contractors of California. Mr. Gunn lectures extensively on all aspects of private and public works construction contracts and projects. He speaks regularly at conferences and regional seminars for the Coalition for Adequate School Housing ("CASH"), the Community College League of California ("CCLC"), the Community College Facilities Coalition ("CCFC"), the California Association of School Business Officials (CASBO), as well as the California School Boards Association ("CSBA") and others. Mr. Gunn is a contributor to various construction-related publications. He has also taught courses with other members of the firm on "Legal Aspects of Construction" at California State Polytechnic University.

TERRY T. TAO

Senior Partner

ttao@aalrr.com



Construction - School/Facilities Construciton - Private Experience

Terry Tao is a senior partner in the Cerritos office of Atkinson, Andelson, Loya, Ruud & Romo. Mr. Tao practices primarily in the areas of school and public works construction law, surety claims and defaults, architectural malpractice, construction contract administration, land use, environmental law, and related matters. He represents numerous public school districts in the State of California, the University of California, Los Angeles World Airports, contractors, subcontractors, architects, engineers, and special districts. He handles construction litigation, advises clients in drafting contracts and agreements.

Mr. Tao has handled and tried numerous facilities. Terry's approach is to look at long term issues and resolve disputes when possible based on the actual issues in question. Since Terry is also an architect, he has the ability to review plans and specifications and apply legal principles to determine the likely result of a particular dispute and to try and guide the dispute as it unfolds. On rare occasions, it is not possible to resolve the dispute and Terry has the experience to take matters to trial or arbitration. Terry's approach is if the other side believes that the ultimate result is a loss at trial, they are more amenable to resolving disputes rather than litigating with the belief that the matter will resolve if the litigation is dragged out longer.

Education

Mr. Tao is a licensed California Architect. He earned his Bachelor of Arts degree in Architecture from the University of California, Berkeley. He earned his Juris Doctor from Loyola Law School.

Admissions

1991, California and U.S. District Court, Central District of California

Memberships

Los Angeles County, Orange County and American Bar Associations; State Bar of California; American Institute of Architects.

Publications and Speaking Engagements

Mr. Tao lectures extensively on all aspects of public contracts, including bidding and bid protests, and is a contributor to various construction-related organization monthly newsletters.

DAVIS D. THOMPSON

Senior Partner

dthompson@aa/r/r.com



**Corporate, Real Estate, Tax, and
Estate and Succession Planning**

Experience

Davis D. Thompson, head of the Corporate/Tax/Real Estate Department, is a senior partner in the Cerritos and Pasadena offices of Atkinson, Andelson, Loya, Ruud & Romo, a Professional Corporation. He represents private and public sector clients in the construction, manufacturing, high-tech, distribution, service and professional industries in the areas of corporate, tax, mergers and acquisitions, venture capital, corporate finance, estate and succession planning, real estate and commercial law.

Mr. Thompson was recently named as a M&A Transactions All-Star (one of four in California) by BTI Consulting, Inc., which provides consulting services to Fortune 1000 companies and the professional services organizations who service those companies.

Mr. Thompson is a director and member of the Pasadena Angels, one of the larger angel investing groups in the U.S. He is also a member of the board of directors for several private companies.

Education

Mr. Thompson earned his Juris Doctor from the University of California at Los Angeles. He holds dual master degrees, one in Economics from Yale University and the other in Business Taxation from University of Southern California. He received his undergraduate degree in Economics from Santa Clara University.

Admissions

1976, California and U.S. District Court, Central District of California

Memberships

Los Angeles County Bar Association; State Bar of California, he is also a member of the Pasadena Foothill Board of Realtors. He was a Registered Securities Broker with the National Association of Security Dealers from 1980-1988.

Publications and Speaking Engagements

Mr. Thompson has recently contributed to the upcoming business publication, *Inside the Minds: Private Equity and Venture Capital Deal Strategies*. His chapter gives business owners a focused analysis on issues facing emerging companies. This book will be published and available in bookstores worldwide in January 2008.

Mr. Thompson has been an adjunct professor at the USC School of Accounting where he taught a course on partnership and S corporation taxation. He has also taught classes on general tax and business law for construction companies at California State Polytechnic University - Pomona. He is a speaker to various industry groups on topics involving tax and business planning, mergers and acquisitions, venture capital, partnerships and securities offerings.

W. BRYCE CHASTAIN

Senior Associate

bchastain@aalrr.com



Construction - School/Facilities

Construction – Private

Experience

Mr. Chastain focuses on complex matters in construction and development, from site investigation and acquisition, through design and construction, to post-completion defect, warranty and premises liability matters, including contract issues from conformance with design to indemnity and delay, tort liability from workmanship and safety practices to professional liability of architects, engineers and consultants in environmental and hazardous materials issues, as well as product defect strict liability. He also has extensive experience in business matters involving: commercial contracts; unfair business practices; trademarks and copyrights; defamation; privacy; employment discrimination and harassment; vendor and consultant agreements, and; professional negligence and fiduciary liability, including that of investment brokers and financial advisors, as well as real estate brokers and agents.

Mr. Chastain has developed leading expertise in local agency energy conservation and development, as well as green design and construction. Building on his construction and real property development experience, Mr. Chastain has taken a leading role in counseling clients on the new areas of law arising from redevelopment agency dissolution and winding down, including distribution of revenues in accordance with ABx1 26 and AB 1484

Mr. Chastain is a veteran who served in the United States Marine Corps Reserve from 1988 to 1996, with periods of active duty during Operation Desert Shield and Operation Desert Storm in 1990 and 1991. Mr. Chastain was honorably discharged at the rank of Sergeant.

Education

Mr. Chastain earned his Bachelor of Arts degree at the University of California, Berkeley and his Juris Doctor from Golden Gate University School of Law.

Admissions and Memberships

State of California

State Bar of California

San Francisco Bar Association

LEED Green Associate

Publications and Speaking Engagements

Mr. Chastain is a contributor to the firm's publications, and has presented many educational topics on public works and public property development in conjunction with organizations including the Coalition for Adequate School Housing ("CASH"), the Community College League of California ("CCLC"), the Community College Facilities Coalition ("CCFC"), the California Association of School Business Officials (CASBO), as well as the California School Boards Association ("CSBA") and others.

MARTIN A. HOM

Partner

mhom@aalrr.com



Education Law

Construction - School/Facilities

Construction - Private

Experience

Martin Hom is a partner in the San Diego office of Atkinson, Andelson, Loya, Ruud & Romo. Mr. Hom has litigation and trial experience in a broad range of contract interpretation issues and disputes, such as delay and inefficiencies, acceleration, differing site conditions, changes, terminations for default, extended performance and home office overhead issues (i.e., Eichleay damages), and various close-out issues. In addition to trial experience, Mr. Hom also has experience in the use of various forms of alternative dispute resolution. Also, he represents California school districts, community college districts, and special districts in employment law, administrative law, and labor relations.

Before joining Atkinson, Andelson, Loya, Ruud & Romo, Mr. Hom was a Senior Assistant General Counsel for the U.S. General Services Administration (GSA) in Washington, DC. He began his career with GSA as a trial attorney and was ultimately promoted to a supervisory position in which he oversaw a group of 10 trial attorneys who litigated GSA's real property contract claims. In addition to supervising the real property litigation group, Mr. Hom also carried his own caseload. In one case, he was the government counsel for the design and construction of the Ronald Reagan Building and International Trade Center in Washington, DC, which was a 3.1 million square foot multi-use project and had an overall budget of \$738,000,000.

Education

Mr. Hom received his Juris Doctor degree from California Western School of Law and his Bachelors of Art from the University of California at Santa Barbara.

Admissions

1991, California; 1993, District Court of Columbia; 1997, Maryland

Memberships

San Diego County Bar Association; State Bar of California

Publications and Speaking Engagements

Mr. Hom is a contributor to the firm's publications.

(4) Fee Structure

The firm's hourly rate for our services is Two Hundred and Seventy Dollars (\$270.00) per hour for partners and senior counsel, Two Hundred and Fifty Dollars (\$250.00) per hour for senior associates, Two Hundred and Thirty Dollars (\$230.00) per hour for associates, and One Hundred and Twenty-Five Dollars (\$125.00) per hour for paralegals.

In order to assist in tracking costs on particular cases or issues, the firm has created a "point-number" billing system. As a further way of keeping track of ongoing matters, a supervising attorney may provide clients with a monthly status report including a summary of current activities and progress towards resolution. Our billing is done monthly and then submitted to the client. The bill can be separated by department or matter. Our Billing Manager is responsible for managing the firm's billing and ensuring the billing information meets the client's needs. Our firm uses the CMS software program for billing purposes. Hard copies of invoices are sent between the 10th and 15th of every month.

Telephone calls are billed to the client at the actual cost of the call, plus the attorney's time. The firm bills commuting to appointments for Agency-related matters at the regular hourly rate, one way portal-to-portal. The firm is willing to discuss alternative fee arrangements with the Agency.

Additional expenses associated with our proposal for legal services are as follows:

1. Photocopying	\$.20 (B&W) \$.50 (color) per page
2. Document production and word processing:	\$40.00 per hour
3. Long distance telephone calls:	At cost
4. Facsimile mail:	\$2.00 per page outgoing & incoming
5. Messenger charges	At cost
6. Overnight mail service	At cost
7. Computerized Legal Research	At cost
8. Lodging	At cost

(5) References

Additional references available upon interview for client confidentiality reasons.

