

PROPOSAL TO PROVIDE LEGAL COUNSEL SERVICES

TO THE

SANTA MONICA REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD

PRESENTED BY:



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C. EXECUTIVE SUMMARY

Green, de Bortnowsky & Quintanilla, LLP (the “Firm”) is pleased to submit this proposal in response to the Santa Monica Redevelopment Successor Agency Oversight Board’s Request for Proposals for Legal Counsel Services. The Firm has offices in the cities of Calabasas and Rancho Mirage, California, and practices exclusively in public agency law and its related areas. The Firm currently serves as City Attorney, Redevelopment Counsel, and City Prosecutor for the cities of Victorville, Rancho Mirage, and Cathedral City; General Counsel for the Successor Agencies to the Redevelopment Agencies of Victorville, Rancho Mirage, Cathedral City; Special Counsel to the Successor Agencies to the Redevelopment Agencies of Brentwood, and Redwood City; and General Counsel for the Victorville Water District, Coachella Valley Mosquito and Vector Control District, Palm Springs Cemetery District, Southern California Logistics Airport Authority, Southern Coachella Valley Community Services District, Victor Valley Economic Development Authority, the Palm Springs Desert Resorts Convention and Visitors Authority, and the Orange County Cemetery District.

By concentrating solely on providing quality service to public agencies, the Firm’s attorneys have developed expertise in all aspects of municipal law, redevelopment law and related practice areas. As described more fully below, the Firm’s areas of expertise include land use and planning, redevelopment and ABx1 26 compliance, real estate services, affordable housing, mobilehome parks, employment, public financing, revenue and taxation, telecommunications and franchising, public works contracts, municipal utilities and municipal solid waste. The Firm also provides litigation services to its clients, primarily in areas of concern to public entities, such as land use, environmental issues, code enforcement, gang injunctions, condemnation, and the regulation of medical marijuana dispensaries.

D. CONCEPTUAL PLAN

The Firm has primarily represented public entities in connection with general municipal law, redevelopment and ABx1 26 compliance, public finance, land use, environmental litigation, planning, real estate, code compliance, public contracts and related areas for over twenty years. The Firm represents a wide range of clients, including, cities, both general law and charter, redevelopment successor agencies, joint powers authorities, special districts and water districts. From 1990 until the year 2000, the Firm was known as Sabo & Green. In November of 2000, the Firm assumed its current structure and was renamed Green, de Bortnowsky & Quintanilla.

The Firm’s attorneys and paralegals practice exclusively in the public law area, as described in the Firm’s areas of practice. As such, the Firm is able to provide its public agency clients with an accumulated depth of expertise and experience that larger firms with more diverse, and often conflicting practice areas, cannot match. The attorneys of the Firm serve as city attorney, agency counsel, special counsel or litigation counsel to a variety of public agencies. By limiting its scope of representation in this manner, the Firm has maximized the ability to serve its public agency clients over the long term and minimize the threat of having to unexpectedly withdraw from representation due to possible conflicts of interest.

In connection with this Proposal, we propose that Charles R. Green serve as General Legal Counsel and Andre de Bortnowsky serve as Assistant General Legal Counsel. All required background information regarding Mr. Green and Mr. de Bortnowsky is included herewith.

Based upon the foregoing, we believe we are uniquely qualified to provide Legal Counsel services to The Santa Monica Redevelopment Successor Agency Oversight Board.

E. STATEMENT OF UNDERSTANDING

As a specialized law firm that engages almost exclusively in municipal law and redevelopment law, we have a clear understanding of the needs of public agency clients. We practice in all of the areas typically required by cities and redevelopment successor agencies. We have fully reviewed the Request for Proposals and are confident that we are able to address all of the issues facing the Santa Monica Redevelopment Successor Agency Oversight Board.

F. APPROACH TO LEGAL SERVICES

1. Role of the General Legal Counsel

Relationship to the Oversight Board

The General Legal Counsel’s role is to monitor or “spot” all legal matters affecting the Oversight Board that are brought to the attention of the General Legal Counsel’s Office by the Oversight Board, staff, the public, the media, etc. The General Legal Counsel should immediately inform the appropriate parties of the Oversight Board of all such legal matters in case the Oversight Board wants to direct the General Legal Counsel to take any action regarding

the subject legal matter. It is not the role of the General Legal Counsel, however, to attempt to initiate any “billable” work through spotting legal matters, unless he or she is required by law to do so, or has received prior direction from the Oversight Board or is authorized by the General Legal Counsel’s contact with the Oversight Board to take action without further direction with respect to the subject legal matter.

2. Keeping the Oversight Board Informed about Litigation

The Firm routinely produces a monthly status report on all litigation matters handled or monitored by the Firm. In connection with non-litigation matters, it is usually the case that assignments are completed in short order, which makes a monthly reporting system on such matters out-of-date by the time the report is generated, and the Firm does not typically recommend such a system in connection with non-litigation matters. However, should the Oversight Board so desire, the Firm can generate a monthly report on all assignments of whatever nature. The Firm’s internal task tracking database tracks all such assignments, ensuring timely completion and allaying Oversight Board Staff concerns.

3. Tracking and Management of Legal Costs

The Firm breaks down its legal invoices by projects/assignments with detailed descriptions of the work performed by any given attorney or paralegal. In each invoice, the amount of time spent on any given matter is identified along with the billing rate of all attorneys who worked on the matter. We also identify the specific subject matter of the work we performed, who we talked to, who we met with, what documents we reviewed, etc. in every invoice. The Firm strongly suggests that all legal invoices be reviewed by the person responsible for monitoring the legal budget and we encourage them to contact the General Legal Counsel if they believe there are any discrepancies, unauthorized work, over-billing concerns, etc. in any given invoice. This procedure has worked out very well for the Firms’ current clients.

4. Advising Oversight Board

Our Firm takes a proactive approach to working with the Oversight Board. We review agendas and ensure that we are well-versed on all issues, especially those that appear to be controversial. If we see agenda items that raise concerns or may create exposure for the Oversight Board, we will bring them to the attention of appropriate Staff. We are responsive to all inquiries from Oversight Board members. However, we believe it is important not to direct or try and influence policy making. Our role is to evaluate and advise as to the risks and/or ramifications of the decision-making process, not to manipulate it.

5. Working with the Executive Staff

Relationship with Designated Executive

The General Legal Counsel’s role is to take direction from the Designated Executive on all legal assignments and to provide him or her with legal advice regarding any matter that implements, promotes or protects the Oversight Board’s legal interests, as they relate to state

law, and all applicable administrative rules, regulations and procedures of the Oversight Board. The General Legal Counsel should also work closely with the Designated Executive on all legal issues pertaining to implementing and administering all official policies of the Oversight Board. In this regard, the General Legal Counsel should report to the Designated Executive on all legal issues that may affect any of the above such as, but not limited to, proposed laws (legislation), newly enacted laws, new court opinions, and any information received by the General Legal Counsel from staff, the public or any other third parties, etc. that involve any situation that may have any legal implications affecting the Oversight Board. The General Legal Counsel should also keep the Designated Executive fully informed of all legal assignments received from senior management staff and any legal advice provided to them regarding any such assignments. This allows the Designated Executive not only the opportunity to have some input regarding any particular direction provided to the General Legal Counsel by his staff, but it also provides the Designated Executive an opportunity to monitor legal expenses.

6. Working with the Oversight Board and Participation in Meetings

The General Legal Counsel's role is to represent the Oversight Board and not any particular member of the Oversight Board. As such, the General Legal Counsel should take direction from the Oversight Board as authorized by a majority of the Oversight Board via the procedures permitted under all applicable laws, rules and regulations governing the decision-making process of the Oversight Board. In this regard, the General Legal Counsel should keep the entire Oversight Board "in the loop" on all legal advice provided to any given member regarding any matter involving anything that the General Legal Counsel is working on at the direction of a majority of the Oversight Board. This should not, however, preclude the General Legal Counsel from providing routine legal advice at the request of individual members regarding potential conflicts of interests, Brown Act procedures, the status of various legal assignments, etc. In light of the foregoing, the General Legal Counsel should not commence any billable work on any given legal matter on behalf of the Oversight Board unless specifically directed by a majority of the Oversight Board, as set forth above.

Although it is ultimately the client's decision, our Firm prefers to attend all Oversight Board and Committee meetings. We review agendas and ensure that we are well-versed on all issues, especially those that appear to be controversial. If we see agenda items that raise concerns or may create exposure for the Oversight Board, we will bring them to the attention of appropriate Staff. We are responsive to all inquiries from Oversight Board other committee members. However, we believe it is important not to direct or try and influence policy making. Our role is to evaluate and advise as to the risks and/or ramifications of the decision-making process, not to manipulate it.

7. Fees in Excess of Retainer

Although our Firm provides excellent legal advice, it is difficult to determine how many hours of service the Oversight Board will need. Unlike other firms, our Firm only has one rate, which includes any and all services, including all special, litigation, and any and all other services.

8. Cost-Benefit of Litigation

Our Firm looks at the strength of the case, the approximate cost to settle the litigation versus the cost of the defense, and whether there is a likelihood of actual recovery. Although our Firm is very well-versed in litigation, it is ultimately a decision for the Oversight Board Oversight Board.

9. Use of Legal Counsel

The complexity of the litigation or matter often dictates when it may be necessary to rely on outside legal services. To the extent a determination is made to seek expertise in a specific area, we are in a position to recommend the most effective and efficient external litigation services. Based upon having been in the municipal law field for over thirty years, we believe we have the requisite knowledge to help ensure the appropriate strategy is followed. The Firm will be continually mindful of cost efficiency and providing competent legal services to the Oversight Board when determining who best to represent the interests of the Oversight Board, either within the Firm or through the use of outside counsel.

10. Professional Development and Training

The attorneys of the Firm regularly attend and participate, at no cost to our clients, in seminars, symposiums, League of California Cities and Community Redevelopment Annual Conferences, etc., and are continually gathering information which is relevant to the needs of its clients. In addition, the Firm is the recipient of numerous state and local publications addressing issues of relevance to representation. Whenever we obtain information that we believe is relevant or beneficial to our clients, we pass it along to ensure that our cities are aware of the ever-changing landscape of municipal issues.

As a service to our clients, we regularly offer seminars and workshops in various areas of interest, which have included civic leadership; Brown Act issues; records maintenance and production; conflicts of interest and ethics laws; employment issues, such as discrimination and sexual harassment; redevelopment law and public finance. We provide advice on changes in the laws or regulations that may impact our public agency clients and advice on how our public agency clients might benefit from certain pre-emptive policy or procedural changes. Building relationships with our clients and providing value-added service is the key to our success.

G. BACKGROUND AND CAPACITY

The Firm was established in 1980 and exclusively practices municipal law. The Firm has two offices with the main office located in Calabasas. The Firm currently serves as the City Attorney for the cities of Victorville, Rancho Mirage, and Cathedral City. In addition, we serve as Special Counsel and General Counsel for numerous other public agencies, including but not limited to several redevelopment successor agencies and special districts. Our public agency clients rely on our attorneys to provide timely and judicious advice concerning a wide range of issues such as land use, planning, zoning, affordable housing, mobilehome parks, code

enforcement, risk management, redevelopment, general plans, personnel, real estate, public employment, and public financing. We prepare well-researched, concisely written ordinances, resolutions, public policies and “user friendly” legal opinions. We also prepare and negotiate contracts and other legal instruments. As a public service, the Firm offers local public officials training workshops regarding the Ralph M. Brown Act, the Public Records Act, the Political Reform Act, the California Environmental Quality Act, the Mobilehome Parks Act and the many complex laws and regulations governing land use planning and development. The Firm’s extensive knowledge of municipal law, its varied experience in representing a diverse array of agencies and its uncompromising commitment to provide timely advice, quality service and cost efficient legal representation make it uniquely qualified to serve as the Oversight Board’s contract Legal Counsel.

The Firm will serve the Oversight Board from its office located in Calabasas and will provide additional assistance as may be needed from its Rancho Mirage office. Additionally, with its existing computer capabilities, including the utilization of laptops and remote server access, the Firm is able to correspond via e-mail with its clients from almost any location. The Firm’s attorneys take pride in making themselves available by telephone and for in-person meetings as necessary to meet their clients’ needs, including after normal business hours and on weekends.

The Firm is currently fully staffed and ready to accommodate the needs of the Oversight Board at this time.

H. PROPOSED ATTORNEYS

Charles R. Green

Mr. Green has been with the Firm since 1987. In the twenty-four years since joining the Firm, Mr. Green’s practice has been devoted to the representation of cities, joint powers authorities, redevelopment agencies, and other public entities. Mr. Green graduated from UCLA in 1972 with an undergraduate degree in Political Science, and from the UCLA School of Law in 1975 with a J.D. He was admitted to the State Bar of California in 1976.

During his twenty-four years with the Firm, Mr. Green has been involved in a variety of matters, including:

- Serving as the City Attorney of the City of Desert Hot Springs from 1997 through 2004.
- Serving as the City Attorney of the City of Victorville from 2002 through 2007.
- Serving as the Assistant City Attorney of the City of Cathedral City since 1996 and as the City Attorney since 2001. In his service as a City Attorney and an Assistant City Attorney, Mr. Green provides representation and advice to every department of the Firm’s client cities, including administration and the city clerk’s office, planning, public safety, public works and parks and recreation. He has extensive experience in advising elected officials in the areas of conflict of interest laws and has represented clients before the Fair Political Practices

Commission. He has assisted in a number of amendments to general plans, and the creation or amendment of a number of specific plans, as well as advised clients on matters relating to subdivisions and tract maps. Mr. Green is highly experienced in the negotiation and drafting of a variety of contracts relating to local government, including franchise agreements, construction agreements, development agreements, infrastructure agreements imposing obligations on developers with respect to public infrastructure, and the formation of assessment districts, community facilities districts and landscape and lighting maintenance districts.

- Serving as Redevelopment Agency Counsel to the Redevelopment Agencies of Cities of Cathedral City and Desert Hot Springs during the Firm's representation of those Cities, beginning in 1996.
- Serving, together with Mr. de Bortnowsky, as General Counsel for the Victor Valley Economic Development Agency beginning in 1991.
- Serving as City Prosecutor for the City of Calabasas from 2003 through 2007.
- Performing redevelopment services for the Redevelopment Agencies of the Cities of San Bernardino and Colton from 1987 through 2000, Mammoth Lakes in 1997, and Redwood City and the City of Brentwood from 2003 through the present.
- Serving as litigation counsel to the Firm's various clients over the years in a variety of municipally related litigation matters, including complex environmental cases, validation actions, condemnation proceedings, and general litigation relating to the powers and immunities of governmental entities. His services have included both trial and appellate work, and he has argued cases before the Second, Third and Fourth District Courts of Appeal. Mr. Green successfully defended the Environmental Impact Report ("EIR") issued in connection with the professional football stadium proposed to be constructed in the City of Irwindale in 1989, and successfully defended over 20 different actions filed in connection with the reuse of the former George Air Force Base, including several challenges to the EIR and a number of validation actions challenging the redevelopment actions of the joint powers authority.
- Providing risk management advice to municipal entities, including the oversight of outside counsel, the review of insurance coverages and contracts and the creation of risk avoidance procedures at the staff level. As a litigator, Mr. Green provides an experienced eye and sound judgment to the city Oversight Board in measuring the city's risk in various litigation matters and in reviewing settlement options and procedures.
- Representing the Firm's various clients in connection with major municipal or redevelopment projects, including the development of public facilities such as city halls, corporate yards, skate parks and other recreational facilities. These services have included assistance to the client in identifying funding sources, overseeing the public bidding process, preparing or reviewing contracts, negotiating with utility providers and a variety of related matters.

- Advising the Firm's municipal clients on a very broad range of private sector developments, including 3,000 home housing tracts, theater/entertainment complexes, major hotel and resort projects, sports stadia, industrial parks and retail commercial centers. In these projects, Mr. Green has focused on the protection of public interests and on assisting his clients in managing and controlling growth in a manner protective of the environment and the community's quality of life. These projects have included both redevelopment and non-redevelopment projects. Mr. Green has prepared numerous complex transactional documents, including development agreements, disposition and development agreements, owner participation agreements, infrastructure agreements and a wide variety of related documents. In this context, Mr. Green has been involved in the full range of planning and entitlement issues, and has assisted in negotiations and agreements with utility providers and regional authorities overseeing flood control, waste and other matters.

Prior to joining the Firm in 1987, he worked for two different law firms practicing in commercial and real estate litigation, commercial finance, real estate transactions and equipment leasing, acquiring a substantial expertise in private sector transactions. In this context, he advised clients in real estate matters and secured transactions throughout Southern California. These services included providing advice and representation in connection with purchase and sales, financing arrangements, title concerns, hazardous waste conditions and entitlements. Mr. Green negotiated and drafted a wide range of contracts relating to commercial and real estate matters, including the complete set of documents required for the sale of a number of businesses, commercial real estate leases, corporate asset transfers and commercial finance equipment leases.

Mr. Green served as the managing partner of the Firm until 2005, and is a member of the State Bar of California (Public Law Section Membership), the American Bar Association, the Los Angeles County Bar Association, the League of California Cities City Attorney Section and the California Redevelopment Association.

Andre de Bortnowsky

Mr. de Bortnowsky, presently the managing partner of the Firm, was admitted to the State Bar of California in 1985. Prior to law school, Mr. de Bortnowsky was engaged in graduate studies in Urban Planning and Land Development. He joined the Firm in 1987 and since that time has devoted his practice exclusively to municipal law, redevelopment, military base reuse, and real estate law.

Mr. de Bortnowsky currently serves as the City Attorney for the City of Victorville and general counsel to the Victorville Redevelopment Agency. Mr. de Bortnowsky is General Counsel to the Southern California Logistics Airport Authority, the Southern California Logistics Rail Authority, and the Victor Valley Economic Development Authority. Mr. de Bortnowsky has provided consulting services to the Guam Airport Authority in connection with the conversion of Naval Air Station Agana, Guam, to a civilian aviation facility.

Mr. de Bortnowsky has had significant experience in the preparation, adoption, and amendment of redevelopment plans throughout the State of California. He has advised clients in *Santa Monica Redevelopment Successor Agency Oversight Board Proposal to Provide Legal Services*

connection with the preparation of documents necessary for the redevelopment plan adoption process and has worked closely with redevelopment agency staffs to ensure the successful adoption of a number of redevelopment plans (as well as amendments thereto), including the largest redevelopment plan in the State. He has provided advice to clients concerning the requirements of the California Environmental Quality Act in connection with the adoption and implementation of redevelopment plans and has advised clients with respect to the ramifications of both the Ralph M. Brown Act and the Political Reform Act.

Mr. de Bortnowsky has been involved in the negotiation and implementation of complex redevelopment and land use agreements, such as owner participation agreements, disposition and development agreements, exclusive right to negotiate agreements, and lease and sales transactions. Mr. de Bortnowsky has experience working with planning commissions on planning issues, has been involved in the establishment and implementation of municipal financing districts such as Mello-Roos Community Facilities Districts and Assessment Districts, and has had experience in the establishment and implementation of developer impact fee programs. He has been extensively involved in a variety of housing issues. Mr. de Bortnowsky has also been a participant in the presentation of seminars concerning relevant issues to California redevelopment agencies.

With respect to military base reuse issues, Mr. de Bortnowsky has over twenty years of experience in this arena and has developed an expertise in all facets of the reuse process. His involvement has led to extensive negotiations with both federal and state agencies with respect to issues involving property disposition, environmental issues, federal funding and regulatory compliance. As a by-product of this representation, Mr. de Bortnowsky has also been involved in the creation of municipal utilities and in the structuring of complex development transactions, including the construction and operation of a 750 megawatt power facility.

Mr. de Bortnowsky's education includes: B.A., University of California at Los Angeles, 1980; J.D., Southwestern University School of Law, 1985. Mr. de Bortnowsky is currently a member of the State Bar of California, the Los Angeles County Bar Association, the American Bar Association, the Community Redevelopment Association, the National Association of Installation Developers and the American Association of Airport Executives.

Steven B. Quintanilla

Mr. Quintanilla, a principal in the Firm, was admitted to the State Bar of California in 1992 and has been with the Firm since 1996. Mr. Quintanilla practices exclusively in the area of municipal law and its related fields, including land use and planning, real estate, environmental compliance, affordable housing and mobilehome parks, labor and employment, public financing, revenue and taxation, telecommunications and franchising, public contracts and construction, municipal solid waste, records management, code enforcement and compliance with Proposition 218, the Ralph M. Brown Act, the Public Records Act, and state conflicts of interest and ethics laws. Currently, Mr. Quintanilla serves as the City Attorney and City Prosecutor for the City of Rancho Mirage, General Counsel for the Rancho Mirage Redevelopment Agency, the Rancho Mirage Housing Authority, the Coachella Valley Mosquito and Vector Control District, the

Southern Coachella Valley Community Services District, the Palm Springs Cemetery District, and the Palm Springs Desert Resorts Convention and Visitors Authority.

As the City Attorney for the City of Rancho Mirage, Mr. Quintanilla provides daily advice to City staff, attends City Oversight Board and Planning Commission meetings and public hearings, drafts and/or reviews all City resolutions and ordinances, and prepares and negotiates contracts. Mr. Quintanilla has appeared before various legislative bodies of the County representing the firm's public agency clients on issues ranging from annexation to land use and environmental matters.

Mr. Quintanilla is the author of a feature article on the historic development of the Brown Act published in "Western Cities" magazine by the League of California Cities. He has prepared several comprehensive guides suitable for use by public officials regarding state ethics laws, the Brown Act, and the Mobilehome Residency Law. Local public agencies and community organizations frequently invite him to speak on issues such as open and public meetings, disclosure of public records, government ethics, conflicts of interest, general plans, constitutional law, land use proceedings, and mobilehome park regulations. As a recognized leader in the field of code enforcement, Mr. Quintanilla is often invited to speak about a range of code enforcement issues. He has appeared before the City Attorneys Association of San Diego County where he presented "Code Compliance and Due Process," a workshop designed to educate San Diego County municipal attorneys on the importance of taking a comprehensive approach to code enforcement.

Mr. Quintanilla is also a frequent contributor to the editorial page of the Coachella Valley's Desert Sun newspaper and has prepared several commentaries for the Desert Sun on topics ranging from ethics in government to effective public participation in the local political process. The major news publications in the Coachella Valley Community, The Desert Sun Newspaper, the Public Record, the Business Press and La Prensa Hispana Newspaper, have recognized Mr. Quintanilla for his professional accomplishments and his contributions to the community.

Mr. Quintanilla's educational background includes a J.D. from the UCLA School of Law, an M.A. in Urban Planning from the UCLA School of Architecture and Urban Planning, and a B.A. in Environmental Policy from the UCLA Geography Department from which he graduated *magna cum laude* and with numerous other academic honors.

Mr. Quintanilla is a member of the State Bar of California and the Los Angeles County Bar Association and is admitted to practice before all the courts of the State of California, the United States District Court for the Central District of California and the Ninth Circuit Court of Appeals.

Jennifer A. Mizrahi

Ms. Mizrahi was admitted to the State Bar of California in January 2003 and has been with the Firm since 2006. Ms. Mizrahi currently serves as Deputy City Attorney for the cities of Victorville and Rancho Mirage, as Assistant City Attorney for the City of Cathedral City and as *Santa Monica Redevelopment Successor Agency Oversight Board Proposal to Provide Legal Services*

Deputy General Counsel to the Southern California Logistics Airport Authority and the Victor Valley Economic Development Authority. Ms. Mizrahi has extensive experience in drafting agreements, ordinances, resolutions and staff reports, as well as a particular expertise in land use and planning. She serves as Planning Commission counsel for the cities of Cathedral City and Victorville. In that role, she oversees the entitlement and subdivision process, reviews and provides advice on specific plans, general plans, and environmental compliance, and advises on issuances, modifications, and revocations of land use entitlements. Her work further includes preparation of development agreements, development fee ordinances, and overseeing preparation of specific plans, general plans, and CEQA documents.

In addition to specializing in land use, Ms. Mizrahi is well-versed in many facets of municipal law, including sales and local taxes, public bidding and prevailing wage, eminent domain, annexation and detachment of territory, Proposition 218 and 26, the Ralph M. Brown Act, the Public Records Act, and conflicts of interest. Of particular note, Ms. Mizrahi was a seminal figure in advising the City of Victorville in its decision to become a charter city. Ms. Mizrahi presented workshops on the benefits and consequences of adopting a charter and collaborated with the City Clerk's Office in preparing the documentation needed to present the measure for voter approval.

Ms. Mizrahi also serves as a liaison between the Firm's transaction and litigation departments and supports the Firm's litigators by researching legal issues, drafting pleadings and making court appearances as needed. In this capacity, she has assisted litigators in various cases and matters related to land use, planning, permit/license revocations, breach of contract and eminent domain. Ms. Mizrahi further played a key role in negotiating pre-condemnation and post condemnation settlements pertaining to properties involved in eminent domain actions. She has had tremendous success working with individuals, corporations, organizations, and municipalities to effectively create resolutions while fostering positive relationships. Ms. Mizrahi has proven to be an effective negotiator, often being called in as a "hired gun" to settle heated property and land use disputes.

Prior to joining the Firm, Ms. Mizrahi worked at Beltran & Medina and served as Planning Commission counsel for the City of Lynwood. While at Beltran & Medina, she researched and drafted ordinances, staff reports, and legal memoranda on various aspects of municipal law, including nuisance abatement, abatement of dangerous buildings, adoption of a transient occupancy tax, and the Subdivision Map Act. While serving the City of Lynwood, she defended the City in litigation involving torts, breach of contracts, and First Amendment claims. She also successfully advised the City in the process of abatement of a dangerous building, leading to the demolition thereof.

Ms. Mizrahi has experience in all aspects of general litigation, including pleading and motion drafting, oral argument, discovery practice, settlement negotiation, and mediation. In addition to advising on land use matters and performing litigation functions, Ms. Mizrahi conducted presentations to the City Oversight Board and Planning Commission on topics including eminent domain, the Ralph M. Brown Act, conflicts of interest, and civil forfeiture. Ms. Mizrahi also presented a continuing legal education course to the City Attorney Association of Los Angeles County on city regulation and use of civil forfeiture.

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During law school, Ms. Mizrahi was admitted as a Certified Law Clerk for the Los Angeles District Attorney's Office. During her tenure there, Ms. Mizrahi honed her skills in the hearing process by preparing and arguing several preliminary hearings, in actions ranging from robbery and burglary, to controlled substance offenses and carjacking. She also prepared and argued a misdemeanor court trial, which ultimately resulted in the defendant's plea. Not only did she argue these hearings successfully, she was the first law clerk in the City of Torrance Office to be awarded the responsibility of researching and drafting complex sentencing memoranda, including a twenty-count felony domestic violence conviction memorandum.

Ms. Mizrahi received her Juris Doctor from Southwestern University School of Law, and Bachelor of Arts degree in Latin American Studies/Economics from University of California, Santa Cruz, where she graduated with honors. While enrolled at U.C. Santa Cruz, Ms. Mizrahi attended a year abroad at University of Madrid, Complutense, where she studied international political economy. Ms. Mizrahi speaks, reads, and writes fluently in the Spanish language.

Ms. Mizrahi is currently a member of the State Bar of California, the American Bar Association, the Los Angeles County Bar Association, the City Attorney Association of Los Angeles County, and the Southwestern Alumni Association. Ms. Mizrahi is admitted to practice before the all courts of the State of California, the United States District Court, District 7, and the Ninth Circuit Court of Appeals.

Robert Lee

Mr. Lee is licensed in both California (2002) and Illinois (1997). Prior to joining the Firm in 2009, Mr. Lee worked as both a corporate lawyer and as a litigator, during which time he spent several years in Chicago representing Fortune 500 companies in real estate, land use and eminent domain matters. Mr. Lee currently serves as a Deputy City Attorney for the cities of Rancho Mirage, Cathedral City, and Victorville, focusing and advising staff primarily on municipal matters concerning real estate, land use, affordable housing and public works, as well as redevelopment matters. Mr. Lee also serves a Deputy General Counsel to several special districts.

Mr. Lee's primary responsibilities have included and do include drafting real estate agreements and related documents, purchase and sale agreements, leases, owner participation agreements, joint use agreements, pre-annexation agreements, easement agreements, public contracting agreements, consultant contracts, planning and land use documents, resolutions, ordinances, and staff reports.

Specifically with regard to redevelopment matters, all of the responsibilities described above significantly enhance Mr. Lee's ability to understand and focus on the issues associated with the redevelopment dissolution legislation commonly known as ABx1 26, with which he has been intimately involved. Ranging from issues related to oversight boards, successor agencies, Recognized Obligation Payment Schedules, administrative costs, asset transfers to cash flow calculations, Mr. Lee has been advising staff on a myriad of ABx1 26 matters since the inception of the bill.

Mr. Lee earned a Bachelor of Arts degree in International Economics from the University of California at Los Angeles, and received his Juris Doctorate from Case Western Reserve University School of Law in Cleveland, Ohio. He is admitted to practice before all courts in the State of California and the United States District Court, Central District of California.

Tara L. Taguchi

Tara Taguchi was admitted to the State Bar of California in 2003 and joined the Firm in 2008. Ms. Taguchi practices solely in the area of municipal law. She currently serves as the Deputy City Attorney for the cities of Victorville, Rancho Mirage and Cathedral City. Ms. Taguchi provides advice to staff on a range of issues, such as land use and planning, environmental compliance, labor and employment, public contracts and construction, elections, records management, water law, and compliance with Proposition 218, the Ralph M. Brown Act, the Public Records Act, and state conflicts of interest and ethics laws. Ms. Taguchi prepares ordinances, resolutions, legal memoranda and prepares and negotiates contracts.

Prior to joining the Firm, Ms. Taguchi served as Planning Commission counsel for the City of Montebello, where she advised the Planning Commission on various land use and planning matters and provided training to local public officials regarding compliance with the Brown Act and conflicts of interest laws.

Ms. Taguchi is the author of several law review publications, including the Comment, *Whose Space Is It, Anyway?: Protecting The Public Interest In Allocating Storage Space In California's Groundwater Basins*, 32 Sw. U. L. Rev. 117 (2003). Ms. Taguchi holds a B.A. from California State University, Northridge and a J.D. from Southwestern University School of Law, where she graduated *magna cum laude* and was the recipient of the Judge Barry Russell Award for Outstanding Achievement in Federal Courts & Practice Course in 2002. Ms. Taguchi is a member of the State Bar of California and the Los Angeles County Bar Association and is admitted to practice before all the courts of the State of California, the United States District Court for the Central District of California and the Ninth Circuit Court of Appeals.

Randall Nakashima

Mr. Nakashima joined the firm in 2006 after several years of practice in Municipal Law and Insurance Defense. Upon admission to the California State Bar in 1993, Mr. Nakashima served as a Deputy City Attorney for various municipalities in Riverside and San Bernardino Counties. He has advised clients and litigated in personnel matters to include wrongful termination and discrimination claims, environmental matters involving the California Environmental Quality Act, to include Project approval procedure and risk assessment, and procedural challenges to legislation by Writ Petition and Administrative Mandamus. He also has experience in handling general governmental tort claim matters such as property damage claims, business loss and employee liability. He is particularly adept at handling municipal code enforcement matters by negotiating or leveraging early resolution of complaints by non-confrontational techniques such as mediation or alternate dispute resolution, or other means short of trial.

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He has also litigated extensively in defense of both insured and self-insured entities, handling diverse matters including both legal and medical professional liability, broker liability and foster family agencies.

Mr. Nakashima is a 1976 graduate of UCLA, and received his J.D. from Loyola Law School, Los Angeles in 1993. Although practicing primarily in state court, Mr. Nakashima is equally at home in administrative hearings, private mediations and other non-judicial proceedings as prescribed by state or municipal law. Mr. Nakashima is admitted to the United States District Courts for the Central, Eastern and Southern Districts of California.

Nicholas Hermsen

Mr. Hermsen was admitted to practice law in California in 2006, shortly after joining the Firm as a law clerk. Mr. Hermsen currently serves as Assistant City Prosecutor and Deputy City Attorney for the City of Rancho Mirage and as Deputy City Prosecutor and Deputy City Attorney for the City of Cathedral City. Mr. Hermsen's primary area of practice is municipal law, with an emphasis in Code Enforcement and mobilehome parks. Mr. Hermsen is the Firm's primary associate assigned to code enforcement matters.

As an Assistant and Deputy City Prosecutor, Mr. Hermsen has successfully prosecuted numerous code violators and has assisted code enforcement staff in gaining compliance without incurring court costs. Mr. Hermsen handles all aspects of code enforcement and works on a daily basis with code enforcement and code compliance staff to ensure maximum effectiveness and efficiency.

Mr. Hermsen routinely handles administrative enforcement matters, including preparing code enforcement forms, appearing on behalf of code enforcement at administrative hearings and petitioning for injunctive and declaratory relief. Mr. Hermsen has also conducted training workshops in a variety of these matters to code enforcement staff. Mr. Hermsen routinely monitors and updates City staff on legislation and new case law affecting code enforcement. Mr. Hermsen has drafted numerous updates to code enforcement ordinances for both Cathedral City and Rancho Mirage to ensure maximum effectiveness, flexibility, and cost efficiency.

By representing different cities, Mr. Hermsen has gained experience in prosecuting and resolving a wide array of different violations. Mr. Hermsen has obtained a blanket warrant allowing for the inspection of all swimming pools within a certain area for a mosquito and vector control district in each of the past several years. Mr. Hermsen routinely prosecutes administrative hearings, such as actions to shut down massage establishments, restaurants, and mobile food vendors when warranted; and appeal hearings regarding the conditions of residential properties brought by property owners and lien holders. Often in less egregious cases, simply receiving a letter from an attorney will prompt violators to come into compliance. When sending such letters, Mr. Hermsen is always careful to carefully document the alleged violation and explain in clear and concise language what action is needed to remedy the problem. Such letters often quickly result in compliance, especially with properties involving visual blight conditions.

Mr. Hermsen and other Firm attorneys have prepared numerous forms for use by code enforcement personnel. Most recently, Mr. Hermsen prepared forms for addressing issues on foreclosed properties, for which special fines are currently authorized under state law of up to \$1,000 per day for certain violations. Mr. Hermsen has been involved in animal control matters, and is conversant with proper administrative procedures and regulations for addressing issues such as vicious animals.

Prior to joining the Firm, Mr. Hermsen clerked for the Los Angeles County District Attorney's office, where he prosecuted cases in juvenile delinquency court. Mr. Hermsen also volunteered in a public interest law firm, assisting low income residents obtain child support and divorces. Mr. Hermsen was previously a Judicial Assistant with the Los Angeles County Superior Court. Mr. Hermsen earned a Bachelor of Arts degree in Political Science and Sociology from the University of California, Riverside, and received his Juris Doctorate from Loyola Law School, Los Angeles.

I. SPECIFIC AREAS OF EXPERTISE

Municipal Law

The Firm has practiced municipal law for more than 25 years, and only represents public entities. The Firm has an acute knowledge of the legal issues affecting a city and all of the Firm's attorneys are well-experienced in advising public entities. The Firm's work includes advising the City Oversight Board, Planning Commission, and all departments of the city. In particular, the Firm has experience in several facets of municipal law including, but not limited to, the Ralph M. Brown Act, the Public Records Act, the California Environmental Quality Act, drafting ordinances, advising on general and specific plans, annexation, development, conflicts of interest, public bidding, Proposition 218, local taxation and bonds. The Firm advises municipalities on federal, state and local laws applicable to their day-to-day operations.

Community Redevelopment Law

The Firm has earned an excellent reputation in redevelopment law. The Firm has served as general and/or special counsel to a number of cities and redevelopment agencies and redevelopment successor agencies throughout the State. The Firm has also provided all necessary advice in the formation of numerous redevelopment project areas and the adoption of redevelopment plans, assisting its clients in the process of formation and adoption from inception to implementation. Additionally, the Firm has been involved with a variety of substantial projects on behalf of its redevelopment clients, including large-scale commercial projects, "big box" retail outlets, auto malls, major office structures, large recreational and sporting facilities and the revitalization of the downtown core of a number of our municipal clients. The Firm served as counsel in the adoption of the largest multi-jurisdictional redevelopment project area in the State, and the Firm continues to provide legal advice in the implementation of that plan.

The Firm possesses a depth of experience in assisting its clients in the preparation of long-term strategies designed to achieve the agency's goals in the most efficient manner, and

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provides daily representation to accomplish those goals. In that regard, the Firm has had years of experience in the preparation of a wide variety of owner participation agreements and disposition and development agreements. The Firm has negotiated numerous agreements with developers and property owners and prepared the necessary documents to effectuate those agreements; advised agencies as to publication and notice requirements; coordinated with other public agencies where required; provided advice as to the application of various environmental statutes; and served as litigation counsel in the defense of challenges to redevelopment plans and specific projects. Additionally, the Firm has authored special redevelopment legislation for the benefit of its redevelopment agency clients.

ABx1 26 Compliance

Due its extensive experience in the Community Redevelopment Law and in conjunction with assisting its several redevelopment agency clients with the dissolution process, the Firm has already gained a highly developed level of expertise in ABx1 26 compliance. The Firm has worked on the preparation of documentation required pursuant to ABx1 26, including Enforceable Obligation Payment Schedules, Recognized Obligation Payment Schedules and related documentation, as well as communicating directly with the Department of Finance on issues arising out of the same. Further, the Firm is constantly working to stay abreast of the latest developments and any pending legislation which may affect the operation of successor agencies and/or oversight boards.

In addition to working with its several redevelopment successor agency clients, Steven Quintanilla, one of the firm's principals, is currently serving as the Chair of the League of California Cities Successor Agency/Oversight Board Working Group and is also a member of the League of California Cities Housing Working Group. As a result of his involvement in these groups, the Firm is better able to stay on the cutting edge of issues and prevailing wisdom with respect to this challenging field of law.

Land Use and Planning

The Firm is well-served by attorneys who specialize in Land Use and Planning Law. Members of the Firm regularly attend Planning Commission meetings and routinely advise City Planners, Planning Commissioners and City Council Members regarding issues pertaining to all aspects of land use and planning including, but not limited to, the Subdivision Map Act, the Permit Streamlining Act, the adequacy of the general plan, the adoption of specific plans, the enactment and enforcement of zoning regulations, and the imposition of development conditions that may be attached to permits, approvals, and other land use entitlements. The Firm has also assisted its municipal clients in the preparation and implementation of ordinances that impose exactions such as dedications and development fees.

The Firm has prepared numerous land use documents, including conditional use permits, special use permits, variances, land use covenants, public improvements security instruments, statutory property development agreements and indemnification agreements. The Firm also works with its municipal clients to ensure that the proper findings are adopted when a decision is made to either approve or deny a project and that those findings are supported by sufficient

evidence in the administrative record. It is the Firm's experience that such careful documentation avoids costly litigation and diminishes the chances that a client's decision will be overturned by the courts.

Condemnation

The Firm has represented and currently represents public clients in eminent domain proceedings, resulting in experience with all areas of condemnation, including the use of immediate possession procedures and the litigation of goodwill values, severance damages, and inverse condemnation. The Firm's experience in this area extends to both trial and appellate representation.

Currently, the Firm is in the process of litigating eminent domain actions for a much anticipated, multi-jurisdictional freeway interchange project. In this project, the Firm handled several pre-condemnation negotiations, the majority resulting in settlements. Of particular note, this litigation is quite complex, dealing with several overlapping jurisdictions, partial and full takings, fair valuation of easements, rights-of-way, remnants, and billboards. The Firm is actively preparing for trial in a few outstanding actions involving this project.

In addition, the Firm handled the acquisition of right-of-way for a railroad overcrossing. The case involved the complete acquisition of one small business and the loss of access for another small business. The case raised substantial issues regarding loss of goodwill, fixtures and equipment valuation, relocation, and severance damages from loss of access. Settlements were reached with all owners. In another recent case, the Firm's client acquired approximately 200 acres of land for the extension of an airport runway. Due to rampant land speculation, this case raised the issue of what impact the project had on the value of the land being acquired. The Firm ultimately acquired 95% of the needed parcels by negotiation prior to trial. Other cases have involved the acquisition of parkland for future use, road widening projects, and inverse condemnation related to the denial of a development application.

Real Estate Services

The Firm has considerable experience in all facets of real estate matters ranging from secured transactions in land to complex real estate litigation. Real estate transactions in which the Firm has participated include negotiating and drafting all necessary documents pertaining to commercial construction loans, mortgages, acquisitions, sales and leases.

Code Enforcement

The Firm advises its municipal clients on general code enforcement matters, and the adoption of effective code enforcement ordinances, policies and procedures. Steven Quintanilla, one of the Firm's principals, has designed a highly successful comprehensive code enforcement program for the cities of Rancho Mirage, Cathedral City, Desert Hot Springs and Coachella. By implementing the Firm's code enforcement program, these cities have enjoyed significant success in achieving code compliance and cost recovery. While the program contains the requisite criminal penalties, the focus is on gaining compliance at the administrative level by

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presenting code officers with a variety of civil enforcement options designed to balance a city's need for cost effective enforcement with the property owner's right to due process. Additionally, the program supports the City Prosecutor's ability to gain the Court's consent to enter onto property for purposes of inspection and abatement.

Since the success of any code enforcement program is dependent upon well-written, legally enforceable ordinances, the Firm has made a point of updating its clients' municipal codes with ordinances that can withstand legal challenge. Several of the Firm's ordinances have served as model ordinances for other jurisdictions, including the Firm's code enforcement ordinance and ordinances regulating problematic uses such as massage establishments and sexually oriented businesses.

The Firm also provides legal services to its clients pertaining to code enforcement, including code enforcement within mobilehome parks under California's Mobilehome Parks Law (Title 25) and tenant rights under the Mobilehome Residency Law. In its capacity as City Attorney and City Prosecutor for the cities of Rancho Mirage and Cathedral City, the Firm has assisted City staff in gaining the compliance of reticent mobilehome park owners and tenants who failed or refused to comply with the laws and regulations governing mobilehome parks. The Firm prepared procedures and forms for staff's administrative use and, when administrative proceedings failed, prosecuted the cases to successful completion. Perhaps the most notable of the Firm's successes in mobilehome park enforcement was realized recently when a notorious park owner whose tenants endured hazardous public nuisance conditions including lack of reliable electricity during the coldest and hottest weather, was put out of business. Facing criminal prosecution, loss of his permit to operate the park and the loss of his ability to collect rents, the owner filed for bankruptcy protection. However, the Firm successfully petitioned the Bankruptcy Court to appoint a receiver to take over management of the park. The park is now closed and the receiver has relocated the tenants at the owner's expense.

Labor and Employment

The Firm has developed expertise in advising its clients in the general area of employment law as it relates to municipal employees, and provides ongoing advice in hiring, disciplining and terminating employees. The Firm has developed personnel procedures for a number of its clients and provides free training in avoiding discrimination and harassment claims. The Firm also participates in labor negotiations with employee unions and other employee associations and assists in drafting memorandums of understanding with various employee units.

Public Financing

The Firm has advised its clients in various aspects of public financing, including the formation of assessment districts, compliance with Proposition 218 and Proposition 26, the preparation of general and special tax measures, the procedures for conducting tax elections, the reasonableness of city fees and exactions, and bond financing. The Firm has substantial experience counseling clients on the restructuring or refinancing of assessment and Mello-Roos districts where changes in circumstances have resulted in financial instability. The Firm

routinely assists its clients in connection with tax exempt project financing by working with underwriters, financial advisors and bond counsel to obtain financing for redevelopment and other projects. Attorneys with the Firm have also been engaged as legal counsel to municipalities in connection with such matters as restructuring of indebtedness, drafting of contracts for municipal services, and structuring of joint powers authorities involving specific project financing.

Revenue and Taxation

In addition to the experience discussed under Public Finance, the Firm's attorneys routinely counsel cities in the adoption of new or increased taxes, including but not limited to utility taxes, transient occupancy taxes and assessments for public improvements and maintenance activities.

Telecommunications and Franchising

The Firm has extensive experience drafting, negotiating and interpreting municipal service and utility franchise agreements. The Firm recently negotiated solid waste collection and disposal franchise agreements with two Coachella Valley cities. In addition, the Firm negotiated and assisted in drafting the current waste hauler agreements for the City of Cathedral City and the City of Victorville. The Firm is also well-versed in the Digital Infrastructure and Video Competition Act of 2006 (DIVCA).

Public Contracts and Construction

The Firm routinely provides legal assistance to its clients on numerous matters involving public works contracts. The Firm's attorneys assist with all aspects of the public contracting process, including defining an adequate and definitive scope of work; reviewing public bid documents and evaluating the bid process; preparing contract documents; reviewing bonds; and determining the applicability of prevailing wage law to private developments that may have received public assistance. The range of contracts and projects upon which the Firm's attorneys have worked includes municipal electricity generating plants, airport runway extensions, roadway projects, water and sewer pipelines and infrastructure, public grading projects, libraries, city halls, and personal services contracts.

Municipal Solid Waste

The Firm has been extensively engaged in matters relating to municipal solid waste. It has provided advice and representation to its clients in connection with the development, operation and closure of land fills, including regulatory and environmental issues. It has been involved in various matters relating to material recovery facilities, including negotiation of contracts, siting and environmental issues and rail-haul related programs. The Firm has assisted in the negotiation of waste service and hauling contracts between municipal entities and waste companies and has counseled its clients on compliance with the waste reduction requirements of AB 939 and on recycling and green waste issues. In addition, the Firm has provided representation in connection with joint powers authorities for waste management services,

including formation of the authority and operational and regulatory issues, and it has established a Comprehensive Mandatory Waste Collection and Disposal Program for a Community Services District.

Affordable Housing

The Firm has assisted in the creation of a number of housing-related programs, including in-fill housing, first time buyer mortgage assistance, single family rehabilitation, multi-family construction, inclusionary housing, and mobile home park conversion. In all of these programs, the Firm has assisted its clients in the initial stages of development or program creation and has provided services with respect to the implementation of the development or program. The Firm has also represented its clients in a number of multi-family affordable housing projects receiving substantial state and federal assistance. The Firm often counsels its clients on their compliance with affordable housing requirements, in particular ensuring that its clients meet their housing numbers and properly use their Low/Mod Housing Income Fund monies of former redevelopment agencies. The Firm has extensive experience in downtown redevelopment, having been deeply involved in the effort of the City of Cathedral City to create a downtown core. The components of that effort include theater uses, commercial and retail, a parking structure, hotel uses and affordable housing.

Mobilehome Parks

Several of the Firm's clients, including the cities of Cathedral City and Rancho Mirage, maintain mobilehome rent control commissions. Attorneys from the Firm have routinely attended mobilehome rent control commission meetings for many years and routinely advise the respective commissions on legal issues before them. The Firm's attorneys are familiar with mobilehome rent control ordinances, the Mobilehome Residency Law, the Mobilehome Parks Act, Title 25 of the California Code of Regulations, and all other aspects of mobilehome park law as they relate to cities. The Firm has also litigated rent control cases on behalf of cities at both the Superior Court and appellate levels.

Water Law

The Firm has represented the Victorville Water District as general counsel since the District's inception in 2007. Prior to inception, the Firm was instrumental in consolidating two former water districts to form the Victorville Water District and effectively worked with the Local Agency Formation Commission (LAFCO) to see the process through to fruition. The Firm has experience in various facets of water and wastewater law including, but not limited to, water and wastewater fees, water service contracts, reclaimed water service contracts (purple pipe), groundwater remediation efforts, and legislative and regulatory consulting. The Firm was involved in the Mojave Basin Area Groundwater Adjudication, thereby protecting water rights for its client, the City of Victorville.

Hand in hand with water issues, the Firm deals extensively with wastewater issues. One of the Firm's clients is a member of Victor Valley Wastewater Reclamation Authority. The Firm's attorneys are well-versed in negotiating and drafting joint power authority agreements, *Santa Monica Redevelopment Successor Agency Oversight Board Proposal to Provide Legal Services*

sludge management agreements, water and wastewater diversion agreements. The Firm also prides itself on its assistance with building a wastewater treatment plant from the ground up in 2008. The Firm negotiated all contracts and was intimately involved in the permitting process for the wastewater treatment plant. In addition to Ms. Mizrahi, attorney Tara Taguchi is experienced in this area and has published a law review article on groundwater basins.

Disability Law

The Firm's attorneys provide legal advice to its municipal clients on disability law rights and obligations, including those incurred under the Americans with Disabilities Act. Most recently, the Firm prepared a policy regarding service working animals at a housing authority-owned affordable housing complex for one of its clients.

Workers Compensation/Employment Discrimination

The Firm's clients are generally covered by the Employment Risk Management Authority (ERMA) for matters such as workers compensation, employment discrimination, etc. ERMA generally assigns such matters to outside law firms. However, ERMA occasionally assigns such matters to the Firm and the Firm is fully capable of representing the City in all such matters.

General Municipal Litigation

The Firm has a sophisticated general municipal litigation practice which involves providing its public agency clients with pre-litigation advice, representing its clients during arbitration proceedings, serving as trial counsel and, when necessary, representing its clients throughout the appeal process.

In the context of its general municipal litigation practice, the Firm has represented its public agency clients as both plaintiffs and defendants on a broad range of issues, including but not limited to code enforcement, eminent domain, validation actions, environmental compliance, real estate disputes, breach of contract matters, assessment district foreclosures, and wrongful termination. The Firm has also provided and continues to provide litigation and advisory services to public entities and issuers concerning the legality of bond issues and the enforcement of construction and service contracts funded by such bond issues.

Environmental Law and Litigation

The Firm has an active environmental practice and has expertise in various areas of environmental law. The Firm has considerable experience with interpreting and applying the California Environmental Quality Act (CEQA), particularly as it bears on the planning and implementation of public entity projects and financing, including environmental issues related to redevelopment projects and military base reuse. The Firm has a consistent and impressive record relating to the realization of client projects in full conformity with CEQA and CEQA Guidelines. In addition, the Firm has considerable experience with litigating CEQA issues on behalf of public sector clients, both at the trial and appellate levels.

J. PROFESSIONAL REFERENCES

Douglas Robertson, City Manager
City of Victorville
(760) 955-5029
drobertson@ci.victorville.ca.us

Ryan McEachron, Mayor
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Donald E. Bradley, City Manager
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(760) 770-0372
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Patrick M. Pratt, City Manager
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patrickp@RanchoMirageCA.gov

G. Dana Hobart, Mayor
City of Rancho Mirage
(760) 324-4511
gdanahobart@aol.com

K. CONFLICTS OF INTEREST AND CLIENTS

There are no current or former clients known to the Firm having a substantial property or business interest in The Santa Monica Redevelopment Successor Agency Oversight Board during the past three (3) years. There are no foreseeable conflicts of interest with any of the Firm's current clients and The Santa Monica Redevelopment Successor Agency Oversight Board. In the unlikely event a potential conflict of interest were to arise, the Firm would seek a conflict waiver from both clients and provide work on the matter to both clients without charge. In the extremely unlikely event an actual conflict of interest were to arise, the Firm would be required to recuse itself from representation of both clients as to that particular matter pursuant to the California Rules of Professional Conduct which apply to all attorneys.

CURRENT PUBLIC AGENCY CLIENTS

Cities

City of Cathedral City
City of Rancho Mirage
City of Victorville
City of Chula Vista (Special Counsel)

Redevelopment Successor Agencies

Cathedral City Redevelopment Successor Agency
Rancho Mirage Redevelopment Successor Agency
Redwood City Redevelopment Successor Agency
Victor Valley Economic Development Authority
Victorville Redevelopment Successor Agency

Other Public Agencies

Coachella Valley Mosquito and Vector Control District
Joint Public Finance Authority (Victorville)
Palm Springs Cemetery District
Orange County Cemetery District
Palm Springs Desert Resorts Convention and Visitors Authority
Rancho Mirage Housing Authority
Southern California Logistics Airport Authority
Southern California Logistics Rail Authority
Southern Coachella Valley Community Services District
Victorville Water District

L. FEE SCHEDULE

1. COMPENSATION AND BILLING PRACTICES

The Firm proposes to provide the subject services with a fee structure that combines the elements of a retainer and an hourly fee structure. It is proposed that the Firm be paid a monthly retainer, paid in advance of the month, in the amount of \$3,300 as against the first 30 hours of time billed to the Oversight Board, resulting in an effective rate for that time of \$110.00 per hour. In order to give effect to the retainer, the Firm will credit the Oversight Board on each monthly invoice with 30 hours of time at the average of the attorney hourly rates then in effect.

Any time expended by the Firm on the Oversight Board's business above the first 30 hours will initially be billed at the following rates:

Senior Attorneys	-	\$195.00
Junior Attorneys	-	\$175.00
Paralegals	-	\$150.00

Senior attorneys are those whose experience, training and/or abilities merit, in the Firm's opinion, designation as a senior attorney. Junior attorneys are those lawyers within the Firm who have significant knowledge and ability but who have a lesser degree of experience. Senior attorneys in the Firm are Mr. Green, Mr. de Bortnowsky, Mr. Quintanilla, Ms. Mizrahi, Ms. Taguchi, and Mr. Nakashima. The Firm determines on an annual basis which attorneys receive the designation of senior attorney.

The Firm will bill the Oversight Board at these rates for all services, including basic general and special services. The Firm acknowledges the scope of work outlined in the Request for Proposals and agrees that all of the described services are within the scope of services of this proposal. The hourly rates proposed by the Firm are outlined above. The Firm has one fee structure and does not charge a higher rate for "special services."

2. EXPENSE REIMBURSEMENTS

The expense reimbursement policy of the Firm is as follows:

Mileage:	Charged at the rate then in effect for permitted reimbursement by the Internal Revenue Service.
Document reproduction:	28 cents (\$0.28) per page
Faxes (Incoming and Outgoing):	\$1.00 per page (incoming and outgoing)

Charges from third parties relating to the Oversight Board's business will be passed through to the Oversight Board at the actual charge and without any premium. The expense reimbursement schedule is subject to the same annual review process as applies to the Firm's hourly rate structure. The Firm does not propose to charge for routine travel time (i.e. billable attorney time) between the Firm's offices and Oversight Board's offices.

CONCLUSION

Please accept the Firm's gratitude of providing The Santa Monica Redevelopment Successor Agency Oversight Board with the highest possible level of legal services at a reasonable cost, and providing a level of responsiveness and accessibility that the Oversight Board cannot receive elsewhere. If you should have any questions with regard to the contents of this proposal, or would like any further response to the Request for Proposals, we would be pleased to respond.

We appreciate your consideration of Green, de Bortnowsky & Quintanilla for the role of Legal Counsel of The Santa Monica Redevelopment Successor Agency Oversight Board.

Respectfully submitted,

GREEN, de BORTNOWSKY & QUINTANILLA, LLP



Charles R. Green