



**Response to the Request for Proposal for Legal Counsel
for the Oversight Board
to the Successor Agency to the Maywood Community
Redevelopment Agency**

September 19, 2012

Submitted by: Gonzalez Saggio & Harlan LLP

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September 19, 2012

VIA FEDERAL EXPRESS

Attn: Andre Dupret, Project Manager
City of Maywood
4319 E. Slauson Avenue
Maywood, CA 90270

Re: Proposal to Provide Legal Services for the Oversight Board
to the Successor Agency to the Maywood Community Redevelopment Agency

Dear Mr. Dupret:

Enclosed please find three (3) sets of Gonzalez Saggio & Harlan LLP's ("GSH") response to the Request for Proposals to provide legal services for the Oversight Board to the Successor Agency to the Maywood Community Redevelopment Agency

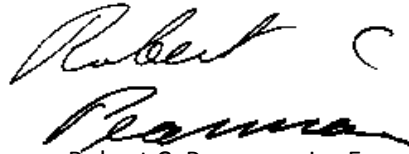
GSH was established in 1989 and has 15 offices nationwide in locales including Los Angeles, California; Chicago, Illinois; Milwaukee, Wisconsin; New York, New York; Phoenix, Arizona; and Washington D.C.

The proposed lead attorney for this representation would be Robert C. Pearman, Jr., Esq., Of Counsel in our Los Angeles, California, office. Mr. Pearman's contact information is:

Robert C. Pearman, Jr., Esq.
Of Counsel
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Thank you for the opportunity to submit the enclosed response. We are confident that the Oversight Board will see that GSH has the resources and legal expertise necessary to assist the Board in all areas enumerated by the RFP. Please do not hesitate to contact me should you have any questions about our firm, or if I can be of assistance in any way.

Sincerely,



Robert C. Pearman, Jr., Esq.

Enclosure

FIRM DESCRIPTION

Gonzalez Saggio & Harlan LLP (“GSH” or “Firm”) is a national minority-owned law firm with 15 offices located in Atlanta; Boca Raton, Fla.; Boston; Chicago; Cleveland; Indianapolis; Los Angeles; Milwaukee; Nashville, Tenn.; New York; Phoenix; Stamford, Conn.; Washington, D.C.; Wayne, N.J; and West Des Moines, Iowa. The firm represents midsized to Fortune 1000 companies, governmental entities, and individuals in the areas of litigation, employment, environmental, corporate and transactional, public finance, intellectual property & technology, energy, communications & utilities law, restaurant & hospitality, and education law.

The Firm has the capacity to service the Successor Agency to the Maywood Community Redevelopment Agency (“Agency”) and provide prompt service within the time limits specified by the Agency.

Proposed Lead Attorney



Robert C. Pearman, Jr. earned a Bachelor of Science in Economics, *cum laude*, from the University of Pennsylvania, Wharton School, and earned his J.D. from Yale Law School. Mr. Pearman concentrates his practice in the areas of Real Estate and Finance, Public Works including transportation and redevelopment, Contracts, and related Litigation.

Mr. Pearman’s public works practice includes representation of public entities, such as the Los Angeles Metro Rail system, in design/build, joint development and rights-of-way; negotiation of agreements with utilities regarding construction, relocation, property crossings and rights of access; expertise in disadvantaged business enterprise and jobs preference programs; municipality franchise issues; and redevelopment agency disposition agreements and ground leases.

His experience as public agency counsel includes roles as general counsel to a redevelopment agency, special counsel to numerous California municipalities, and he is currently deputy general counsel to the Exposition Metro Line Construction Authority.

He represents private entities and public and institutional owners in a wide range of real estate related transactions. He has represented developers and lenders on condominium and other common interest development projects; advised on office buildings and commercial developments; counseled on property management, evictions and other legal actions for a variety of commercial, industrial park and residential developments; documented numerous affordable housing lending and construction transactions; and is experienced in easements, licenses and leases.

Mr. Pearman provided outside counsel services to city housing departments and redevelopment agencies on housing construction loans. In these positions he was called upon to draft and negotiate a variety of documents including: construction loan agreements, disbursement agreements, promissory notes, deeds of trust (including leasehold deeds of trust), multi-lender construction and take-out agreements, estoppel certificates, assignment of tax credits and

partnership interest, recording instructions, subordination agreements, and hazardous substance indemnity agreements.

He assisted a redevelopment agency in the construction and development of a major arts, residential and educational facility in the downtown redevelopment district, and negotiated the disposition and development agreement, long-term ground lease and related documents for this \$80 million project.

Throughout the course of his extensive representation of local California public agencies, he has analyzed various administrative and local municipal codes and examined relevant State law and regulation, as well as federal statutes and regulations. His experience has run the gamut of Building Codes, redevelopment agency law, municipal charters, administrative codes and municipal codes, HUD regulations, prevailing wage and Davis-Bacon law, ARRA requirements, and the state Public Contract Code.

Author, "High Court Tackles State's Prevailing Wage Law", "Sharing Corridors is Key Strategy in High-Speed Rail Planning"; "Real Property: Oral Leases and the Statute of Frauds"; "Successful Joint Development with Public Transit Sites and Facilities". Speaker on Low- to Moderate-Income Housing Workshop of the California Redevelopment Association, Moderator for California Redevelopment Association Symposium on Legal Issues - "Triggering Prevailing Wage Requirements", speaker on topics such as : "Joint Development Around Transit Properties: Projects, Planning & Performance", "The Use of the Health & Safety Code Receivership Remedy for Substandard Buildings"; "Regulatory Issues: Rental Housing"; "Minimizing Real Property Liabilities: Purchase and Sale"; and "Transferring Contaminated Properties - The State of the Art".

Mr. Pearman is admitted to practice in the State of California.

GENERAL QUALIFICATIONS OF PROPOSED LEAD ATTORNEY ROBERT PEARMAN

Robert Pearman's Public Agency Clients include(d) the City of Los Angeles Community Redevelopment Agency (redevelopment project area creation, housing, real estate); City of Los Angeles Housing Department; City and County of Los Angeles (housing, construction, public finance); City of Fresno (real estate and rail negotiations); Los Angeles County Metropolitan Transportation Authority; Southeastern Economic Development Corp. (general, redevelopment and bond counsel); San Diego Housing Commission (special and bond counsel); City of El Cajon (housing); Federal Deposit Insurance Corporation (outside counsel for litigation and real estate matters) Los Angeles to Pasadena Metro Gold Line Foothill Construction Authority (design/build and joint development); Exposition Metro Line Construction Authority (Deputy General Counsel); and City of Inglewood (Special Counsel).

Examples of Mr. Pearman's redevelopment legal services rendered include: negotiation, review and drafting of all manner of contracts and agreements; litigation; conflict of interest, Political Reform Act, and Brown Act advice; analysis of municipal codes, building codes, the State of California Community Redevelopment Law; advise on board policy, contractual and legal authority for corporate actions; assistance regarding disposition and development agreements

and project area development; advise on techniques for issuance of public financing by agencies; CEQA; creation of and amendments to redevelopment project areas.

His memberships have included the California Redevelopment Association, the Redevelopment Working Group - National Economic Development Law Center, and Real Property Section Executive Committee of the Los Angeles County Bar Association.

DESCRIPTION OF EXPERIENCE RELEVANT TO SCOPE OF WORK

Preliminary Statement

Our understanding is that the unwinding process, including the timing and implementation of such necessary dissolution activities as the establishment of a redevelopment property tax trust fund, the adoption and execution of Recognized Obligation Payment Schedules, the renegotiation or termination of contracts and the disposition of assets and properties of the former RDA, is a detailed procedure without precedent, necessitating the involvement of qualified and experienced legal counsel. Such legal counsel would also be expected to assist the oversight board of the successor agency in matters involving the Department of Finance and the State Controller's Office, and should be prepared to advise concerning the treatment of pass-through payments and actions to be taken by the successor agency to ensure that funds are available for the payment of bonded indebtedness. In the following sections we present our collective experiences relevant to these complicated tasks.

Examples Of Services Rendered To Redevelopment And Public Agencies Include:

- Negotiation, review and drafting of all manner of contracts and agreements - with other public agencies, contractors, developers, consultants, non-profits.
- Legal representation with respect to revolving loan fund for small businesses, including preparation of forms, security agreements, review of title and loan documents, analysis of legal issues relative to loan transactions.
- Litigation - contractual, real estate, personnel and labor.
- Loan workout and re-structuring advice.
- Conflict of interest, Political Reform Act, and Brown Act advice.
- Analysis of Municipal Codes, building codes, the State of California Community Redevelopment Law.
- Advise on Board policy, contractual and legal authority for corporate actions, and Brown Act issues to Board of Directors.
- Negotiation of agreements with Housing Commissions, Small Business Incubators, and cities.
- Advise on corporate documents including bylaws, personnel manual, articles of incorporation. Advise chairperson and president regarding board agenda, statutory and agreement authority for board action, voting issues, officer and director elections.

- Assistance to president, board, and special counsel regarding disposition and development agreements and project area development.
- Advise on techniques for issuance of public financing by agency.
- Insurance, indemnity and liability matters.
- Construction contracts and bonding.
- Real property leases.
- Creation of an amendment to redevelopment project areas.
- Reviewed and drafted disposition and development agreements, and loan agreements, for redevelopment agencies with respect to low and moderate income housing.
- Advised the Community Redevelopment Agency of the City of Los Angeles in establishing project areas. This includes reviewing and analyzing draft EIRs, reviewing comments submitted thereto, assisting staff in preparing final EIRs in a manner that will survive legal challenge. We prepared agreements with property owners and interested parties to allow the preservation of historic structures, including relocation, and rehabilitation of a current, viable use consistent with maintaining the historic character of, and land use guidelines for the structures.
- Advised on tax increment allocation, pass-throughs and public facility agreements issues: prepared DDA's for rehabilitation and housing development; analyzed CEQA issues re plan adoption; assisted in legal review for plan amendment or adoption for at least (4) project areas; advised and litigated numerous eminent domain cases.
- Assisted CRA/LA in its role as a lender in a 26-unit apartment affordable housing project. The financing consisted of acquisition, construction and permanent financing, which included four lenders [\$1.4 million in LACRA financing], a tax credit partner as well as an allocation of City housing tax-exempt bond funds, and included the ground lease of land by the Agency to the non-profit developer. Counseled the Agency in connection with partnership and loan restructuring for 2 Agency housing loans, including analysis, real estate, partnership and revenue bond issues.
- Assisted CRA/LA in interpreting its policy and providing notice to business occupants and property owners, of re-entry and owner participation preferences.
- Counseled CRA/LA with respect to a transaction involving the Colburn School of Performing Arts, which developed an extension of their existing downtown performing arts campus in the Bunker Hill Redevelopment Project on a site adjacent to their current facility. The expansion included new construction of approximately 207,800 gross square feet of floor area, including four (4) levels of subterranean parking, 4 levels of academic facilities, and 1 five story and 2 seven story residential towers above the academic performance auditorium, offices, a cafeteria be open to the public and 54 residential units for approximately 149 students. We negotiated and documented on behalf of the agency the documents to allow the construction of this \$80 million plus expansion. Documents include right to enter permit, option extension, disposition and development agreement, long term ground lease, amendment to existing reciprocal easement agreement, and incorporation of Grand Avenue and Second Street improvements to the development.

- Provide assistance to City of Los Angeles Housing Dept. (LAHD) in connection with prevailing wage questions. We have had to analyze the impacts of legislative amendments, and analyze Department of Industrial Relations determinations, and work with DIR representatives in providing advice in this ever-developing field to the City.
- For a public agency, we worked with its insurance broker to craft language in a disposition and construction agreement, which included public works, for insurance coverages during construction and then for operations of a mixed-use facility. Coverage at issue included: commercial general liability, workers compensation and employers liability, an owner's protective policy, design professionals E&O, construction phase builder's risk, and post-construction property insurance.
- Attorney JoAnn Victor authored *Limitations of Use of City Property* (sections on obstructions and encroachments and on deed restrictions) in CEB Municipal Handbook (published in 2010); and was a counsel of record in *M & A Gabae v. Community Redevelopment Agency of the City of Los Angeles* (2005) 419 F.3d 1036.

Examples Of Services Rendered In Development And Finance Include:

- Mr. Pearman was one of the hand full of qualified contractors so approved by the Los Angeles Housing Department for professional services to assist the Department in various actions related to the recommendations of the housing crisis task force report. Tasks include issues related to receivership, code violation enforcement actions, Brownfields, nuisance abatement and tax liens.
- For the Housing Department of LAHD, provided many services such as: Workout negotiations; bankruptcy assistance; loan restructuring re defaulted loans; negotiation and documentation of purchase and sale agreements and loan agreements for construction, rehabilitation, takeout, predevelopment -- for apartments as well as condominiums. Documented the novel Equity Fraud Intervention Program whereby the City arranged for loans designed to prevent homeowners from losing their properties in foreclosure due to equity fraud schemers who preyed on elderly and low income homeowners.
- Negotiated and documented an acquisition, rehabilitation and permanent loan by the city to a non-profit involving CDBG and HOME funds for a seven-unit affordable housing apartment project. Documentation included loan agreement, regulatory agreement, deed of trust, promissory note, UCC forms.
- Documented an assignment and assumption, an amendment of an existing loan, and partial transfer of loan obligations and property interests to another borrower in connection with the development of 30 residential lots, including a childcare facility. Loan amount was approximately \$3 million. The promissory note to the childcare facility owner had a unique feature of repayment based upon valuation of services rendered. Documentation included assignment and assumption agreement, amendment to loan documents, promissory note, loan agreement, regulatory agreement, grant deed, partial reconveyance.
- LAHD created a multi-million dollar loan program for rehabilitation and reconstruction of housing damaged by the Northridge earthquake. Utilizing Community Development Block Grant and HOME funds, loans are made directly to owners' associations to rehabilitate and reconstruct structural common area. Program's purposes were to prevent abandonment,

neglect, disrepair and foreclosure upon damaged condominium projects, and encourage rebuilding, in the face of limited insurance proceeds or equity. Collateral chosen by the City is a special assessment of the borrower/association, levied on the individual unit owners. Prepared the necessary documentation (Loan Agreements, Due on Transfer Provisions, Special Assessment Authorization Documents, Assignment of Assessment Liens) to begin the loan program to a number of associations.

- Advised upon and drafted affordable housing loan programs in the Cities of Vista and El Cajon - issues included redevelopment law, CDBG requirements, interest rate subsidies, and deed of trust, promissory note and restrictive covenants drafting.
- Provided real estate opinions in connection with San Diego Gas & Electric's \$100/\$300 Million series of mortgage bonds under a longstanding mortgage trust indenture. Performed extensive due diligence in connection with the SEC-registered offering, including review of utility franchises, detailed review of title records, examination of trust indentures, acquisition documents, personal property liens and securities documents. The properties involved include a wide range of power generation and commercial operations, from nuclear plants to transmission line rights-of-way to office buildings.
- Counseled the Los Angeles to Pasadena Metro Blue Line Construction Authority (now called the Los Angeles to Pasadena Metro Gold Line Foothill Construction Authority) in its joint development activities. One example was the negotiation and documentation of a joint development sale of a 1.5 acre parcel of land, that had been programmed for surface parking only, and whose previous ownership interests included a railroad and a petroleum company. We created a structure for the sale of the site to a private developer, who in turn would build a multi-use parking garage to include a permanently reserved easement for a number of spaces for transit riders. The developer/owner will construct and maintain and operate the parking structure. The private developer also builds its own medical/office/retail building on the parcel. Documents included purchase and sale agreement, interim parking licenses, remediation agreements, recorded environmental restrictions, grant deed and easement agreement, parking development agreement, security documents such as a guarantee and subordinated deed of trust, and title insurance and escrow instructions.
- Public agency leasing expertise has also been garnered by, among other things, our work on behalf of LA Metro with respect to leasing of properties in the right-of-way of the Expo light rail line. This work included lease negotiation, and unlawful detainer litigation.

Examples Of Services Rendered With Respect To Litigation Include:

- Represented MTA in construction claims dispute involving demolition work and asbestos removal of the Metro Rail Project, advised the Community Development Commission of the County of Los Angeles on construction claims disputes involving a public works project, assist the LA City Attorney's Office in construction disputes, stop notice questions, bonding issues and the like with respect to construction loans, handle various lien, claim, and construction contract litigation matters for Penhall Company and other construction companies.
- Defended a lawsuit brought against City of LA by a contractor and subcontractor on a rehabilitated apartment unit building. The 48 unit apartment building had been the subject of City secondary financing to the owner for rehabilitation. The rehabilitation work was

approximately \$1.8 million. Ultimately, the contractor went into receivership and a subcontractor, who had performed much of the work, filed an action against the owner and the city, in part, claiming in essence that the City had managed the construction contract and was liable under the construction agreement. Construction workout issues, contractor's license issues, contractor in receivership, demands on sureties, and stop notice concerns all existed in this matter.

- Aggressively defended the City, obtained a favorable demurrer on a number of causes of action, and ultimately a settlement was reached. The City made a contribution to the settlement, which was fully secured by assets of the owner.
- Assisted the LA City Attorney's Office in an attempt to collect an over \$2 million obligation owed. The City had transferred property to a limited partnership for the development of affordable housing. No development ever took place on the vacant parcel and real property taxes were never paid. Problems with respect to the city's efforts were complicated by the fact that there was a significant statute of limitations problem, and that the note had non-recourse language, and that the borrower was a limited partnership composed of corporate general partners. Filed an action utilizing the somewhat novel bad faith waste theory based upon, among others, nonpayment of taxes. Ultimately, a financial payment was made by the defendants to the satisfaction of the client.
- Assisted the Los Angeles Housing Department in at least a dozen workout situations involving bankruptcy, judicial foreclosure and appointments of receiver, deed of trust foreclosures, and workout negotiations. Conducted a half day seminar for City Attorney and LAHD staff on the California foreclosure procedures. Engaged by the City to assist in a novel receivership program designed to facilitate the financing of necessary habitability and health and safety repairs to multi-family dwellings.
- Represented the City of Los Angeles, Department of Water & Power in an internal investigation of claims by a Deputy City Attorney of race discrimination, harassment and retaliation.
- Represented the City of Inglewood and other Defendants in a disability discrimination (including harassment and retaliation) in violation of the FEHA. Prevailed on motion for summary judgment on behalf of one party; prevailed on motion for summary adjudication on the second, third, fourth and fifth causes of action on behalf of the City of Inglewood.
- Represented the City of Inglewood in cases involving alleged discrimination based on race and national origin; sex discrimination in violation of Title VII of the Civil Rights Act of 1964 (42 U.S.C. § 2000e, et seq.) ("Title VII"); and disability discrimination in violation of the Americans with Disabilities Act.
- Successfully defended the City of Los Angeles in defense of claims of intentional tort and premises liability matters, police/violation of civil rights, excessive force, false imprisonment and wrongful death suits. Many of the cases have received defense verdicts and/or were resolved by reasonable settlement in the best interests of the City. A significant number of substantial exposure cases have been resolved by way of dispositive motions such as demurrers, motions for summary judgment or motions to strike the pleadings or portions thereof.
- Intermittently represented the City of Compton for more than 15 years in the resolution of numerous commercial litigation, employment litigation, contract litigation, and civil RICO

cases. Our local government representation also includes the City of Inglewood in contract disputes, commercial claims, and employment matters.

- Firm attorney successfully resolved litigation for the Housing Authority of the City of Los Angeles (HACLA) with respect to Owner/Authority dispute over HAP payments; and a construction claims payment dispute regarding a roofing contract.
- Firm attorney represented HACLA in fraud cases wherein, allegedly, housing tenants of third party order landlords under HUD programs falsified information and their household status in to obtain subsidized housing. A number of the cases assigned by the client had significant statute of limitations problems. In one case we sued former tenants for fraud, as well as treble damages under the False Claims Act, and also introduced a novel breach of contract theory in part to attempt to overcome the statute of limitations difficulties. All of the above causes of action were upheld, and after a week-long trial, damages were awarded including trebling under the False Claims Act.

Examples of services rendered with respect to Public Finance include:

The Public Finance Group of GSH is experienced in a wide variety of public issuances. These attorneys are dedicated to representing public entities in all phases of public finance. We represent issuers, underwriters, credit providers, trustees, and private beneficiaries in various types of tax-exempt and taxable financings. We serve as bond, underwriters', tax, disclosure, credit provider's, trustee's, and special counsel. Our experience includes serving as counsel in transactions involving transportation bonds, governmental bonds, qualified hospital and health facilities bonds, qualified section 501(c)(3) bonds, qualified mortgage bonds, and other private activity bonds.

- Advised on over \$15 billion in municipal finance transactions in 2010 and 2011;
- Ranked 10th by *The Bond Buyer* as "Top Underwriters Counsel" for 2010;
- Ranked 7th among "Top Underwriters Counsel" 2009 First Quarter by *The Bond Buyer*;
- Ranked 4th in Wisconsin and Illinois relative to the dollar volume of bond transactions handled in 2008 according to *The Bond Buyer*;
- Since 2002, GSH has provided bond counsel services to the Wisconsin Housing and Economic Development Authority (WHEDA) on numerous single and multi-family transactions. We have represented WHEDA with respect to the issuance of Home Ownership Revenue Bonds, Housing Revenue Bonds and Business Development Refunding Revenue Bonds including Variable Rate Demand Business Development Refunding Revenue Bonds. Through our experience representing WHEDA, the firm has acquired in-depth knowledge of the policies and procedures surrounding agencies that administer Federal housing programs for lower income families;
- GSH has also served as sole underwriters' counsel in connection with multi-family housing transactions that are financed through the City of Chicago, and we have also been selected as eligible bond counsel for New York State Housing Finance Agency financings.

Firm attorney Robert C. Pearman, Jr. provided bond counsel services regarding the following California-based financings:

- Provides advice to the Los Angeles Community College District (LACCD) regarding propriety of expenditures with proceeds from various District bond financing measures, various financial and programmatic audits of the District's construction bond program, uses of proceeds, and eligible District projects.
- Assisted as bond counsel to the San Diego Redevelopment Agency Redevelopment Project regarding the issuance of Tax Allocation Bonds.
- Assisted as bond counsel to the City of Los Angeles regarding their Certificates of Participation. Programs (Equipment Acquisition Program, Real Property and Furnishings Acquisition Program).
- Assisted as underwriter's counsel to the Los Angeles State Building Authority regarding Lease Revenue bonds.
- Assisted as co-bond counsel regarding the issuance of State Public Works Board Lease Revenue Bonds (Department of the Youth Authority) (Various Correctional Projects).
- Assisted as co-bond counsel regarding the issuance of State Public Works Board Lease Revenue Bonds (Department of General Services) (Capitol East End Projects).

GSH is listed in *The Bond Buyer's Municipal Marketplace* (Red Book) in California, Illinois, Indiana, New York, Ohio, Tennessee, Washington D.C., and Wisconsin.

[Examples Of Other Services Rendered With Respect To Public Agencies Include:](#)

Asset Management and Protection

- Assisted LAHD in handling borrower requests for loan assumptions, and subordinations to new senior lenders. We negotiate with the borrower/lenders, review loan documentation, and prepare subordination agreements and escrow instructions.
- Many housing transactions handled by members of our firm have involved restrictive covenants and affordability deed restrictions. Firm attorney has worked with easements and restrictive covenants for the benefit of rail transit operations in activity on joint development around transit properties.
- We have followed and kept our clients informed of court rulings which clearly upheld that restrictive covenants/regulatory agreements could survive notwithstanding loan payoff.

Regulatory Agencies

In our practice we have embarked on matters for clients that have involved the State of California Transportation Commission, Department of Transportation (Cal Trans), Housing and Community Development Department, Public Utilities Commission, Air Resources Board, State Controller's Office.

Audits

We assisted the Los Angeles Unified School District in analysis and litigation involving its construction program and its Inspector General audits related thereto; and resolved in the District's favor a very successful litigation defense involving construction and program management activities.

The Los Angeles Community College District and its construction bond program have come under various audits and critiques in recent years. We have been engaged to render a number of opinions this year regarding the request by the program and construction management teams to utilize bond funds expenditures for various projects. In that work we have analyzed constitutional law, case authority, Attorney General opinions and the body of law related to state and local propositions and ballot measures. We have also been called upon to review various audits, oversight reports and internal compliance documents.

Joint Powers-Type Public Bodies

Mr. Pearman has experience representing public bodies with multiple entity constituents (e.g. LA Metro, Gold Line and Expo Line Authorities) and joint powers agencies. He was general counsel to the Multi-Modal Operation and Development Entity [MODE], a joint powers entity between the City of Pasadena and the Gold Line Authority designed to jointly hold public parking structures, and whose purpose was in part to shield certain liability and expenditure risks from the constituent bodies. Mr. Pearman (as counsel also to the Gold Line Authority), aided the MODE's successful operations, and ultimately the Authority's interest was sold for very favorable compensation and the Authority extracted from the parking garage management.

Additionally, Arto Nuttinen has participated in the establishment or representation of joint powers authorities (e.g., South Orange County Reclamation Authority, South East Regional Reclamation Authority, Aliso Water Management Agency, West Orange County Water Board and San Bernardino International Airport Authority).

BIOGRAPHIES OF TEAM ATTORNEYS



Stephen J. Adnopo represents public authorities, underwriters, and purchasers of municipal securities, borrowers, and providers of credit enhancement and trustees, as well as serving as bond, transaction, and disclosure counsel in hundreds of financings aggregating in excess of \$10 billion. He has substantial experience with non-profit, senior living, multi-family housing, pooled security, private activity, higher education, and taxable economic development financings, as well as other revenue bond and general obligation financings. His experience includes public and intrastate offerings, primary and secondary private placements, taxable and tax-exempt securities, construction loans, permanent financings, workouts, and reorganizations in a broad range of financing purposes, methods and structures. He has also assisted clients in drafting legislation.

Mr. Adnopoz has particular knowledge of and appreciation for the internal processes of investment banks from his experience as in-house counsel to the municipal securities group of a leading bulge bracket broker-dealer. He is experienced with controlling risk by advising on transaction structures and related legal, regulatory, and reputational considerations.

Mr. Adnopoz has served as counsel in transactions across the country, from Maine to Florida to California, as well as many other states and territories. He has devoted a substantial portion of his practice to New York State issuers, particularly in serving as bond counsel to more than 17 industrial development agencies, including the New York City Industrial Development Agency and bond counsel or underwriter's counsel for issues by state authorities, such as Hugh L. Carey Battery Park City Authority, New York State Thruway Authority, New York State Housing Finance Agency, Metropolitan Transportation Authority, New York State Environmental Facilities Corporation, and Dormitory Authority of the State of New York.

Mr. Adnopoz received a J.D. from the University of Virginia School of Law and an A.B., *cum laude*, with distinction, from Dartmouth College. He is a member of the National Association of Bond Lawyers and the Municipal Forum of New York. He has served as a faculty member for the American Bar Association CLE programs on the impact of the Stimulus Act and currently serves as Chair of the Public Finance Committee of the State and Local Government Section of the ABA. Mr. Adnopoz has been a panelist at workshops and seminars on municipal bonds in the areas of non-profit financings, taxable obligations, and pooled security/bond banks. He has also been active in assisting states and municipalities in creating economic development programs. He is admitted to practice in New York and Connecticut.



Kenneth M. Jones received his B.A. from Oberlin College in Ohio with a double major in Psychology and Sociology. Mr. Jones received his J.D. from Loyola Law School in Los Angeles and participated in the Scott Moot Court Honors Competition. Mr. Jones is an experienced trial attorney, having tried numerous jury trials and arbitrations.

In the private sector, Mr. Jones represents Fortune 500 companies and medium-sized businesses in various litigation matters. Mr. Jones defends major employment matters, including claims for wrongful termination, discrimination (race, age, and disability), retaliation, and harassment. He has also defended claims for violation of wage and hour standards, and violation of the California Business and Professions Code. Mr. Jones also represents public entities, defending major employment cases for employment discrimination and civil rights in state and federal courts. He has conducted employment investigations on behalf of public entities.

Mr. Jones is an experienced trial attorney, having tried numerous jury trials and arbitrations. He has significant experience in product liability and breach of warranty litigation. He has successfully tried several product liability cases on behalf of a major automobile manufacturer to verdict. In one case, he obtained a defense verdict for an automobile manufacturer for fire damage to a garage and house of a customer as a result of an alleged defective ignition component. The subject's vehicle had been recalled for defects in the ignition, which could cause vehicles to catch fire even after the engine was turned off. In another matter, he obtained a defense verdict for the manufacturer in a case brought by a police officer for alleged

braking system failure. He persuaded the court to exclude evidence of a *60 Minutes* exposé involving brake failures in the same truck model and proved that excessive speed caused the accident. He has also represented automobile manufacturers in numerous warranty litigation actions. He was lead trial and appellate counsel in the case of *Silvio v. Ford Motor Company* 109 Cal.App.4th 1205, which clarified important principles of California automobile warranty law.

Mr. Jones is admitted to the California State Bar and the U.S. District Court for all districts in California. He is member of the California State Bar Labor & Employment Committee and a former member of the State Bar Litigation Committee. He is also a member of the National, Los Angeles County, and the John M. Langston Bar Associations; the California Minority Counsel Program; and the African American Insurance Professionals Association. Mr. Jones has lectured on several areas of law and trial tactics.



Santosh Narayan has worked in diverse areas of law, including premises liability, insurance coverage, toxic tort, construction, labor and employment, and professional liability matters. This experience includes drafting and arguing motions, conducting depositions, representing clients in mediation proceedings, and attending court hearings. Mr. Narayan has conducted research at length, drafted legal memoranda on class action lawsuits, and actively mediating and settling cases.

During his judicial clerkship for the Hon. Marietta M. Shipley, Second Circuit Court of Nashville, Mr. Narayan extensively conducted legal research, drafted a variety of memoranda and opinions, and gained considerable exposure to mediation and motion practice. Of note, he drafted an opinion on employment law that was affirmed by the Court of Appeals and profiled in the *ABA Journal*.

Mr. Narayan earned his J.D. from Vanderbilt University Law School in Nashville, Tennessee, where he received the Jordan A. Quick Memorial Award for Outstanding Leadership, was on the Dean's List, participated in Moot Court and Mock Trial Boards, as well as serving as the President of the Vanderbilt Bar Association. He received his B.A. in Political Science-American Politics, Urban Studies, and Planning from the University of California, San Diego. Mr. Narayan is licensed to practice in California and the U.S. District Court for the Central District of California.



JoAnn Victor (Contract Attorney) has broad experience with complex legal analysis and appellate briefing in state and federal court for three law firms, after leaving senior legal research position with Division Five of the Court of Appeal, Second District. She has drafted more than 120 bench memoranda for civil and criminal cases for presiding and associate justices, post court of appeal, and drafted appellate briefs and writ responses. She has argued appeals before various divisions of the Second District and before the Ninth Circuit; written numerous dispositive motions, motions in limine, trial briefs

and class action-related documents for public and private clients; trial counsel in approximately ten cases, and coordinated and supervised writing for multi-party litigation. Ms. Victor has been

a teaching assistant for legal research and writing in law school and taught legal research and writing at a fully accredited law school. She has a reputation for thoroughness and concise analysis.

Ms. Victor has represented Plaintiffs in class action law, specializing in insurance litigation involving annuities, health care coverage, and statutory violations as to other insurance products. She has prepared extensive legal issue motion work as to financial abuse of seniors and health care claims, drafted class certification motions for insurance-related cases, has performed extensive document review in connection with discovery, and provides defense of depositions and court appearances.

She has served as city attorney and special counsel for cities throughout California, handling comprehensive work, including appeals, for public agencies. Ms. Victor's practice areas include public law, land use, eminent domain, labor and employment, redevelopment law, environmental law, public contracts, public financing, public power and telecom, and civil rights defense. Her experience includes extensive briefing for trials and post-trial work, including appeals; argument of appeals before the Second District Court of Appeal; and drafting class certification and removal motions. In addition, she drafted several successful mediation briefs and coordinated and drafted successful demurrers and motions for judgment on the pleadings for multi-party cases. Ms. Victor has also provided analysis of property valuations in eminent domain matters.

Ms. Victor was also special counsel for the Los Angeles Unified School District to acquire property for additional schools, prepared extensive legal issue motion work, was trial counsel at several bench and jury trials, conducted written discovery and took numerous depositions, as well as drafted many mediation briefs and effected numerous administrative settlements.

Ms. Victor earned her J.D., an M.A. in Political Science and in Architecture and Urban Planning, and her B.A. in Political Science and English from the University of California, Los Angeles, California ("UCLA"). She is licensed to practice in the State of California.

Arto J. Nuutinen, Esq. (Contract Attorney) has extensively represented public agencies in matters before numerous administrative agencies and departments of the State of California, including over 20 years of experience in advising public agencies concerning the Community Redevelopment Law (CRL), which commenced when he began representing affected taxing agencies during pre-AB 1290 fiscal review. Subsequently, he negotiated and prepared several disposition and development agreements and owner participation agreements, and assisted in the development of legislation affecting the redevelopment of closed military installations.

He is well-versed in the low-and moderate-income housing provisions of the CRL, along with the timing and implementation of RDA dissolution activities pursuant to AB1X26. Mr. Nuutinen is a featured speaker on redevelopment and public law topics at the level of district conferences, continuing education and business seminars, and as an adjunct instructor at the University of California. Mr. Nuutinen has also represented lending institutions.

Mr. Nuutinen's expertise covers a broad range of public law matters, including, but not limited to, advising public entity governing boards and administrative staff concerning open meeting

laws (the Ralph M. Brown Act), the Public Records Act and the Political Reform Act, as well as prosecuting and defending challenges under the Brown Act, the Public Records Act and the Tort Claims Act. He has both transactional and litigation experience in matters involving public contracting, eminent domain/inverse condemnation and has participated in numerous local agency bond financings. He continues to advise agencies concerning project expenditures subsequent to voter-approved bond measures and issuances.

Mr. Nuutinen has represented local agencies in matters involving general plan amendments, specific plan approvals and rezoning, along with changes of organization and reorganization involving LAFCO. He has testified before the governing bodies of San Diego, Orange, Los Angeles, Riverside and San Bernardino counties, and the cities of Los Angeles, San Diego, Riverside, Orange, Carlsbad, Escondido, Tustin, Santa Ana, Westlake Village, Canyon Lake and Patterson.

Mr. Nuutinen has assisted numerous local agencies statewide regarding facilities mitigation, development impact fees, infrastructure improvements, the use of financing vehicles such as Community Facilities Districts, compliance with and defending challenges involving the California Environmental Quality Act, the acquisition of real property and the disposition of surplus property, inter-agency joint use agreements, leasing, energy performance contracting, the establishment and representation of joint powers authorities (e.g., South Orange County Reclamation Authority, South East Regional Reclamation Authority, Aliso Water Management Agency, West Orange County Water Board and San Bernardino International Airport Authority) and issues arising from the Subdivision Map Act and the Civic Center Act.

Mr. Nuutinen has also extensively represented public agencies in matters before numerous administrative agencies and departments of the State of California, including the Franchise Tax Board, Department of Justice, Board of Equalization, Department of Industrial Relations, Department of General Services, Contractors State License Board, Department of Insurance, State Allocation Board, Fair Political Practices Commission, Division of Labor Standards Enforcement, Division of the State Architect, Office of Public School Construction, Office of the Superintendent of Public Instruction, California Community Colleges Chancellor's Office, Coastal Commission, Department of Alcoholic Beverage Control and the Department of Fish and Game.

He has assisted GSH in various public agency matters, including for LA Community College District. Mr. Nuutinen is admitted to practice in the State of California.

PROPOSED FEES FOR SERVICES

Proposed hourly rates for this representation are as follows:

Stephen Adnopoz, Esq. (Public Finance)	\$ 400.00
Robert C. Pearman, Jr., Esq.	\$ 300.00
Kenneth M. Jones, Esq.	\$ 300.00
Santosh Narayan, Esq.	\$ 225.00
JoAnn Victor, Esq.	\$ 225.00
Arto Nuutinen, Esq.	\$ 225.00
Paralegals/Law Clerks/Legal Assistants	\$ 115.00

There will be up to a five percent increase per year of the contract in accordance with Firm's rate schedule changes.

Costs and Expenses and other overhead incurred by the Firm would also be charged to the Oversight Board. These may include, among others, court costs, court reporter fees, filing fees, deposition transcripts, photocopying (\$.10/page), parking, messenger costs, and travel. These are billed based on actual expenses on the particular file, and/or our experience-based overhead rates. If any significant item of cost is required, we might ask you to pay that directly or advance that cost to us.

We will not charge for travel time for attendance at regularly scheduled meetings of the oversight board. The Agency will not be billed for computerized legal research fees, long distance telephone charges, small photocopy jobs, and facsimile transmissions.

CLIENT/REFERENCE LIST

References for Robert C. Pearman, Jr.

Suzanne Spillane, Esq., Asst. City Attorney
Email: Suzanne.Spillane@lacity.org
[Services Provided: Housing, Litigation, Contracts]

Laurel Lightner, Esq., Asst. City Attorney
Email: Laurel.Lightner@lacity.org
[Services Provided: Housing, Litigation, Contracts]

Marcia Gonzales-Kimbrough, Esq., Asst. City Attorney
Email: marcia.gonzales-kimbrough@lacity.org

Curt Holguin, Esq., Asst. City Attorney
Email: curt.holguin@lacity.org
[Services Provided: Redevelopment, Contracts]

OFFICE OF THE CITY ATTORNEY
OF THE CITY OF LOS ANGELES
200 N. Main Street, 8th Floor
Los Angeles, CA 90012
Telephone: (213) 978-8100
Years of Service: Represented City beginning in 1990s

Michele Bagneris, Esq.
City Attorney/City Prosecutor
OFFICE OF THE CITY ATTORNEY
OF THE CITY OF PASADENA
100 N. Garfield Avenue, Room N-210
Pasadena, CA 91109
Telephone: (626) 744-4141
Email: mbagneris@ci.pasadena.ca.us
Services Provided: Conflicts of Interest/Government Contracts
Years of Service: 2 years

Jerome Groomes
(Former President of the Southeastern Economic Development Corporation)
(Former City Manager of the City of East Palo Alto, CA)
(Former City Manager of the City of Carson, CA)
Telephone: (310) 629-8112
Services Provided: Redevelopment
Years of Service: General Counsel to SEDC for approximately 6 years

Jerry Givens
(Former Deputy City Manager of the City of Inglewood, CA)
(Former Deputy CEO Los Angeles Metro)
PARSONS BRINKERHOFF
444 South Flower Street, Suite 3700
Los Angeles, CA 90017
Telephone: (213) 362-9470
Email: givens@pbworld.com
Services Provided: Contracts, Interagency Agreements, Internal Governance, Real Estate
Years of Service: Approximately 10 years

Greg McNair, Esq.
LOS ANGELES UNIFIED SCHOOL DISTRICT
Office of the General Counsel
333 South Beaudry Avenue, 20th Floor
Los Angeles, CA 90017
Telephone: (213) 241-7646
Email: Gregory.mcnair@lausd.net
Services Provided: Litigation Defense of Business Tort Claim against the school district
Years of Service: 3

Habib Balian, Chief Executive Officer
LOS ANGELES TO PASADENA METRO GOLD LINE
FOOTHILL EXTENSION CONSTRUCTION AUTHORITY
406 East Huntington Drive, Suite 202
Monrovia, CA 91016
Telephone: (626) 471-9050
Email: HBalian@foothillextension.org
Services Provided: Contracts, Interagency Agreements, Internal Governance, Real Estate
Years of Service: 7 years

References for Kenneth M. Jones

Cal Saunders, Esq., City Attorney
OFFICE OF THE CITY ATTORNEY
OF THE CITY OF INGLEWOOD, CA
City Hall
One Manchester Boulevard, Suite 860
Inglewood, CA 90312

Telephone: (310) 412-8672
Email: csaunders@cityofinglewood.org
Services Provided: Litigation Defense of Employment and Civil Rights Matters
Years of Service: 6 years

Kevin Jeter, Esq., Associate General Counsel
OFFICE OF GENERAL COUNSEL OF THE
LOS ANGELES COMMUNITY COLLEGE DISTRICT
770 Wilshire Boulevard
Los Angeles, CA 90017
Telephone: (213) 891-2188
Email: kjeter@email.laccd.edu
Services Provided: Litigation Defense of Employment Matters
Years of Service: 3 years

Common References for both Robert C. Pearman, Jr. and Kenneth M. Jones

Ken Cunningham, Chief Financial Officer
CAPITAL HOLDINGS, INC.
3595-3 Inland Empire Boulevard
Ontario, CA 91764
Telephone: (760) 845-5321
Email: kbccpa@sbcglobal.net
Services Provided: litigation defense of real estate and business tort claims against the company
Years of Service: 6 years

Craig Takenaka, Esq., Managing Asst. City Attorney
Email: craig.takenaka@lacity.org

Michael Custodio, Esq., Asst. City Attorney
Email: Michael.Custodio@lacity.org

OFFICE OF THE CITY ATTORNEY
OF THE CITY OF LOS ANGELES, CA
200 N. Main Street, Eighth Floor
Los Angeles, CA 90012
Telephone: (213) 978-8100
Services Provided: Litigation, Real Estate
Years of Service: 10 years

CONFLICT OF INTEREST

GSH does not have any potential conflict of interest representing the Agency, members of the Oversight Board, any entity that appointed a member of the Oversight Board, or any other person or entity represented by GSH.

GSH has not represented or provided any project-related work on behalf of any of the following entities: County of Los Angeles, the California Redevelopment Association, City of Maywood, or any entity that appointed a member of the Oversight Board. As noted hereinabove, the Firm has performed employment and personal injury and contract litigation work for Los Angeles Unified School District, and provided some finance advice to the Los Angeles Community College District; neither representation involved issues directly related to “tax increment”.

**LEWIS
BRISBOIS
BISGAARD
& SMITH LLP**
ATTORNEYS AT LAW

650 East Hospitality Lane, Suite 600
San Bernardino, California 92408
Telephone: 909.387.1130
Fax: 909.387.1138
www.lbbsslaw.com

**RESPONSE TO REQUEST FOR PROPOSALS (RFP) FOR LEGAL
COUNSEL FOR THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY
TO THE MAYWOOD COMMUNITY REDEVELOPMENT AGENCY**

September 24, 2012

DESCRIPTION OF LAW FIRM

Lewis Brisbois Bisgaard & Smith LLP ("Lewis Brisbois") combines the best of a nationally-ranked law firm with the price and service of small firm concentrating on public entity practice. Established in 1979, Lewis Brisbois is a national, full-service law firm headquartered in Los Angeles, with over 700 attorneys and 17 offices in 9 states from coast to coast. Our national practice is sophisticated, multi-faceted and well versed in current legal trends, while our individual state practices afford us access to vast resources and knowledge of procedural and legal nuances. Lewis Brisbois offers legal practice in nearly 30 specialties and a multitude of sub-specialties associated with each practice area. Our attorneys have broad knowledge, expertise and sensitivity to their clients' unique needs. Through interaction among its practice groups, Lewis Brisbois provides a wide range of legal services to each client with a continuity of representation over multiple disciplines. We have built longstanding relationships with corporate and institutional clients based on our ability to provide comprehensive service on a national scale. Lewis Brisbois is committed to hiring and retaining a diverse group of talented lawyers and staff and demonstrates that commitment through non-discriminatory hiring, retention and promotion policies. The diversity of the Firm's client base is matched by the diversity of our attorneys.

We are responding to this proposal because we have the requisite experience to provide the services requested and are interested in doing so. Please see the enclosed resumes for Elizabeth Martyn, Karen Feld, Alexis Crump and Kristen Deal. Together we represent the Inland Valley Development Agency Oversight Board (including in litigation with DOF), Alhambra Oversight Board, and various successor agencies, cities, counties and public agencies.

The approach to providing Oversight Board services is different than that for other public agency clients, as it is more of an advisory and preventive role than that of an advocate. Our approach to providing legal services to the Oversight Board has been to advise the Board members of their statutory duties, to update them regarding legal and policy changes, and to provide an object and neutral interpretation of the law and the various "guidance" regarding its implementation. We have worked for the Oversight Board and with the successor agency staff to carry out the mandates of ABx1 26.

At this point, we are very familiar with ABx1 26 and AB 1484 , and have given a number of presentations on the subject, including those to oversight boards, successor agencies and the California Special Districts association. We also served as redevelopment agency counsel before the dissolution, and handled a variety of housing and real estate matters, specifically including DDA and OPA's. We continue to handle a large amount of public works contracting for the Inland Valley Development Agency and the San Bernardino

International Airport Authority. Elizabeth Martyn has served as a city attorney and general counsel to special districts for over 20 years, leading to familiarity with the Brown Act and conflict of interest laws. Karen Feld specializes in litigation for public agencies, and is handling Inland Valley Development Agency's present challenge to its inclusion in ABx1 26 in Sacramento Superior Court.

Alexis Crump has acted as Bond Counsel, Special Counsel and Underwriter's Counsel in a variety of municipal finance transactions, including the issuance of tax allocation bonds, multifamily housing bonds, lease revenue bonds, tax anticipation notes, certificates of participation, assessment district and community facilities district financings.

Kristen Deal has extensive experience in and provides real estate support.

Our resumes are attached. You may also wish to look at the firm website, www.lbbsslaw.com.

We have the capacity to serve the Oversight Board promptly, within the specified time and without delay or interference.

Thank you for your consideration. Please do not hesitate to contact Elizabeth Martyn with your questions and comments at (949) 636-9737 (cell) or (909) 387-1130, or Karen Feld at (909) 381-7142.

FEE PROPOSAL

Our billing rate for legal counsel for the Oversight Board to the Successor Agency to the Maywood Community Redevelopment Agency would be \$225 per hour. This rate includes all related costs. We will not bill for expenses. Billing is by tenths of hours, with monthly bills, in arrears, which enumerate billing by such increments as well as any and all costs.

CLIENT/REFERENCE LIST

Emil Marzullo, former Interim Executive Director, Redevelopment Agency of the City of San Bernardino; (909) 844-9254 emarzullo@roadrunner.com

The work performed for the Redevelopment Agency of the City of San Bernardino involved over 50% advising on the CRL, including a variety of housing and real estate matters, specifically DDA and OPA's, Bond Counsel, Special Counsel and Underwriter's Counsel work on a variety of municipal finance transactions, including the issuance of tax allocation bonds, multifamily housing bonds, lease revenue bonds, tax anticipation notes, certificates of participation, assessment district and community facilities district financings. We have represented this client on redevelopment agency matters for over the past 20 years

Mayor Patrick Morris, City of San Bernardino, 300 North "D" Street, San Bernardino, CA 92418, (909) 384-5133 morris_pat@sbcity.org

The work performed for the City of San Bernardino involved over 50% advising on the CRL, including a variety of housing and real estate matters, specifically DDA and OPA's, Bond Counsel, Special Counsel and Underwriter's Counsel work on a variety of municipal finance transactions, including the issuance of tax allocation bonds, multifamily housing bonds, lease revenue bonds, tax anticipation notes, certificates of participation, assessment district and community facilities district financings. We have represented this client on redevelopment agency matters for over the past 20 years

Michael Burrows, Assistant Director, Inland Valley Development Agency, 1601 East Third Street, San Bernardino, CA 92408, (909) 382-4100 mburrows@sbdairport.com

The work performed for the Inland Valley Development Agency involved over 50% advising on the CRL, including a variety of housing and real estate matters, specifically DDA and OPA's, Bond Counsel, Special Counsel and Underwriter's Counsel work on a variety of municipal finance transactions, including the issuance of tax allocation bonds, multifamily housing bonds, lease revenue bonds, tax anticipation notes, certificates of participation, assessment district and community facilities district financings. We have represented this client on redevelopment agency matters for over the past 20 years

CONFLICT OF INTEREST

We are not adverse to the any member of the Oversight Board or any entity that appointed a member to the Oversight Board. We have not done project-related work for any of the entities on the Oversight Board. We have not been adversarial to those entities nor have we identified conflicts with such entities or Oversight Board members.



ELIZABETH MARTYN

martyn@lbbslaw.com

909.386.3039

San Bernardino

AREAS OF PRACTICE

Elizabeth Martyn's practice emphasizes public agency transactional law, including:

- Ralph M. Brown Act (open meetings), Public Records Act
- Conflicts of Interest (FPPC, *Govt. Code* Section 1090 and *Health & Safety Code* Section 33130) and incompatibility of office (*Govt. Code* Section 1099)
- AB 1234 ethics training and related issues regarding governing board reimbursement and benefits
- Governmental organization and reorganization (including JPA's, LAFCO)
- Land use, zoning and environmental matters (CEQA)
- Water matters: wholesale and retail delivery, representation before state regulatory agencies; participation on TMDL Task Force
- Local financing (special taxes, fees and charges, Proposition 218)
- Public Agency Retirement Law (PERS, 1937 Act)
- Contract negotiation, drafting, interpretation and enforcement, including public construction contract
- Nonprofit support of public agencies

LEGAL EXPERIENCE

Ms. Martyn has served as a City Attorney for large and small contract municipalities as well as general counsel for water and other special districts, dealing with matters ranging from the everyday to complex legal issues. In her capacity as a City Attorney, Ms. Martyn also represents its planning commissions, redevelopment agencies, joint powers authorities and water authorities.

Recent ongoing work includes:

- Speaker: AB 1234 Ethics Training and subcommittee to develop power point (2006 - present)
- Speaker: Legal Ethics for Water Lawyers - Argent Publications Conference, April 18, 2008
- *Elsinore Valley Municipal Water District/Water Employees Service Authority v. PERS*: successful representation of joint powers authority to force PERS membership (2007)
- *West Basin Municipal Water District v. Central Basin Municipal Water District*: negotiation of termination of 15 years of joint operation
- City Attorney, City of Canyon Lake (since 1991 incorporation)
- Coachella Valley Recreation and Park District, General Counsel
- Castaic Lake Water Agency: assistant general counsel; revision and update of Employee Manual; retail rate setting under Proposition 218
- City Attorney, City of West Covina (1990 – 2000)
- City Attorney, City of Twenty-nine Palms (1987 – 1999)
- Assistant City Attorney, City of Indio (2003 – 2005)
- Formation of Orange County Fire Authority

EDUCATION

- University of California, Los Angeles School of Law, Juris Doctor, 1981; Moot Court Best Brief; Managing Editor, *International Law Reporter*; Teaching Assistant, Legal Research and Writing
- University of California Riverside, Bachelor of Arts, *summa cum laude*, *Phi Beta Kappa*, 1978



KAREN ZERMENO FELD

kfeld@lbbslaw.com

909.381.7142

San Bernardino

AREAS OF PRACTICE

Karen Zermeno Feld serves as vice-chair of the firmwide Real Estate Development & Land Use Practice Group. She has more than 20 years of experience representing public entities and private clients as follows:

- Represents cities, redevelopment agencies, school districts and public transit agencies in municipal, redevelopment, and educational law including contracting, Brown Act, Tort Claims Act, CEQA, conflict of interest and incompatible offices
- Represents public transit agencies in general litigation
- Represents private transportation companies (trucking, taxis, limousines, private shuttles) in general litigation including sexual misconduct
- Represents developers in real estate litigation (commercial and residential development)
- Represents school districts and teachers in general litigation
- Represents public entities in general litigation and eminent domain
- Transactional work for redevelopment agencies including ERN's, DDA's, OPA's and eminent domain
- Transactional work for real estate developers including conveyance agreements, letters of intent, grant of easements and negotiating with public agencies
- Jury and court trial experience in civil and criminal matters

ASSOCIATIONS

- San Bernardino City Library Foundation, Board of Directors (2011 - present)
- California Women Lawyers, Judicial Evaluation Committee (2009 - present)
- Inland Empire Legal Association of Women; founding member; Vice President; Mentoring Committee; Bylaws Committee (2009 - present)
- Project Access Attorney Mentor, Hispanic National Bar Association, charter member and group leader
- Commission appointment by the Mayor of the City of San Bernardino to the San Bernardino Library Board (1993)
- Future Leaders of the Inland Empire, Mock Trial Instructor (1994)
- Mock Trial Scoring Attorney, California State Finals, Counties of Riverside and San Bernardino (2005 - present)
- Mexican American Student Bar Association, USC
- Founding Member, American Indian Student Bar Association, USC

ADMISSIONS

- California State Bar, 1992
- United States District Court, Central and Southern, 1992
- California Supreme Court, 1992

HONORS

- Hearing Officer, Mountains Recreation and Conservation Authority (2012 - present)
- California Super Lawyer (2012)
- California Top Women Lawyer, (2011) by the Daily Journal
- Nominated for Super Lawyer (2007)
- Board of Advisors, Chapman University Roger Hobbs Institute for Real Estate, Law and Environmental Studies (2006-2010)

AWARDS/PUBLICATIONS

- Speaker: Hispanic National Bar Association (2008 - 2009)
- Received jury verdict below real estate expert's Statement of Valuation in an eminent domain case (October 2008) - *San Bernardino Redevelopment Agency v. Infinite State*
- Organizer of Law Day and Tutoring Day at several K-12 schools in low-income and disadvantaged areas (2006 - present)
- Article: Co-author Important Agreements in Redevelopment Law (2006) and Economic Development Incentives in California (2007)
- Speaking Materials: California Community Redevelopment Law (2006)
- Article: Responsibility and Diversity, California Bar Journal (October 2004)
- Speaker: References and the Defamation Trap, Employment Law Seminar (2004)
- Speaker: You've Been Called to Testify, Now What? Employment Law Seminar (2003)
- Speaker: References and the Defamation Trap, School Law in California, National Business Institute (2003)
- Complying with the Tort Claims Act, Omnitrans (2000)
- Speaker: Employment Relations, University of LaVerne School of Law (1999)
- All American Swimmer (1998, 1999)
- Speaker: The Legal Profession, UC Riverside (1993 - present)
- *Curry v. Rialto Unified School District* (1993) 20 Cal. App.4th 180: Ms. Feld successfully represented the Rialto USD. The court held that the school district could seek recovery from the tortfeasor's parents
- Quoted in San Bernardino Sun regarding lawsuits filed against local business owners for alleged violations of the American with Disabilities Act
- Quoted by the San Luis Obispo Times regarding a conflict of interest issue with a local school district
- Quoted by the Daily Journal in an article entitled "3rd Parties Can Sue Parents for Minors' Deeds"
- Black Belt in Tae Kwon Do

COMMUNITY ACTIVITIES

- Boys football coach, boys basketball coach, academic decathlon coach - St. Catherine's, Riverside (2007 - 2010)
- Sunday School Instructor, St. Catherine's, Riverside (2000 - 2010)

LEGAL EXPERIENCE

- Lewis Brisbois Bisgaard & Smith LLP, Partner (1992 - present)
- San Bernardino County District Attorneys Office (1991)

EDUCATION

- University of Southern California, Juris Doctor, 1992 - Moot Court Honors Program
- University of California, Riverside, Bachelor of Arts in History, 1989



ALEXIS CRUMP

crump@lbbslaw.com

909.381.7187

San Bernardino

AREAS OF PRACTICE

Alexis Crump has more than 20 years experience in municipal law, real estate law, redevelopment and municipal finance. Ms. Crump has acted as redevelopment counsel and general counsel for cities, redevelopment agencies, joint power authorities, non-profit corporations and developers throughout California. She has assisted clients with the formation and development of redevelopment projects, the establishment of community facilities districts and assessment districts and acquisition and development of single family and multi-family housing developments. Ms. Crump has acted as Bond Counsel, Special Counsel, Agency Counsel, Developer's Counsel and Underwriter's Counsel in a variety of municipal finance transactions, including the issuance of tax allocation bonds, multifamily housing bonds, lease revenue bonds, tax anticipation notes, certificates of participation and private placements ranging from \$5M to over \$100M. She has been legal counsel for over \$1B in municipal finance transactions during her career. Ms. Crump has prepared literature for, and lectured in the areas of, non-profit corporation formation and real estate development.

Representative Transactions:

- \$33,050,000 City of Tulare Public Financing Authority 2008 Lease Revenue and Refunding Bonds (Capital Facilities Project)

- \$26,875,000 El Monte Public Financing Authority Senior Tax Allocation Revenue Bonds, Series 2007 (Multiple Redevelopment Project Area Loans)
- \$28,665,000 San Bernardino Joint Powers Financing Authority Tax Allocation Bonds (20% Set Aside) Taxable Series 2006
- \$55,800,000 San Bernardino Joint Powers Financing Authority Tax Allocation Revenue Refunding Bonds Series 2005A; \$21,105,000 San Bernardino Joint Powers Financing Authority Tax Allocation Revenue Refunding Bonds Series 2005B

ASSOCIATIONS

- Member, National Association of Bond Lawyers
- Member, California Redevelopment Association
- Board Member, Beverly Hills West Links, Inc.
- Board Member, Hershe Group Foundation

EDUCATION

- Georgetown University Law Center, Juris Doctor, 1987
- University of California at Berkeley, Bachelor of Arts, 1984
- Alfred P. Sloan Fellow, Goldman School of Public Policy, University of California at Berkeley, 1983
- **Honors and Activities**
- Member of Phi Delta Phi Legal Fraternity
- University of California at Berkeley Honor Students' Society



KRISTEN A. DEAL

kdeal@lbbslaw.com

213.580.6331

Los Angeles

AREAS OF PRACTICE

Kristen Deal is a partner in the firm's Los Angeles office. She focuses her practice on Real Estate and Business Law.

LEGAL EXPERIENCE

- Kristen Deal's practice is focused on the representation, counseling, and advising of clients with respect to all aspects of real estate and business transactions including the following:
- Drafting and negotiating purchase and sale agreements for both residential and commercial properties, option agreements, leases, ground leases, easement agreements, utility agreements, construction contracts, property management agreements, tenancy-in-common agreements, deeds, legal opinions, and escrow instructions
- Advising on all aspects of real estate purchase and financial transactions, including preparation and negotiation of all loan origination and modification documents

- Conducting due diligence of all aspects of real property purchase and sale deals and loan transactions
- Handling a wide range of corporate and business matters, including reviewing and drafting general and limited partnership, operating, and shareholder's agreements, forming and dissolving entities, facilitating the purchase and sale of businesses, and counseling on bulk sale transfers

ASSOCIATIONS

- California State Bar
- Los Angeles County Bar Association

EDUCATION

- Whittier School of Law, Juris Doctor, 1998
- University of California at Los Angeles, Bachelor of Arts in Political Science, 1993



RENNE SLOAN HOLTZMAN SAKAI LLP

350 Sansome Street, Suite 300
San Francisco, CA 94104
t: 415.678.3800
f: 415.678.3838

September 20, 2012

DAVID KAHN
dkahn@publiclawgroup.com
(415) 678-3810

VIA EMAIL and OVERNIGHT DELIVERY
Andre.dupret@cityofmaywood.org

Andre Dupret
Project Manager
City of Maywood
4319 E. Slauson Avenue
Maywood, CA 90270

**Re: Response to RFP for Legal Counsel for the Oversight Board to the
Successor Agency to the Maywood Community Redevelopment Agency**

Dear Mr. Dupret:

Renne Sloan Holtzman Sakai LLP, Public Law Group™, is pleased to provide a proposal for legal representation for the Oversight Board to the Successor Agency to the Maywood Community Redevelopment Agency (“Oversight Board”).

I would be the lead attorney for the project. Below is my contact information:

Firm Contact Info:	Attorney Info
Renne Sloan Holtzman Sakai LLP 350 Sansome Street, Suite 300 San Francisco, CA 94104 (415) 678-3800 - main (415) 678-3838 - fax	David Kahn, Partner (415) 678-3810 dkahn@publiclawgroup.com

Renne Sloan Holtzman Sakai LLP, Public Law Group™, is very well-qualified to provide legal counsel to the Oversight Board. We offer extensive redevelopment experience, familiarity with ABx1 26 and AB 1484, and strong litigation capabilities.

We look forward to the opportunity to provide legal services the Oversight Board. Please feel free to contact me if you have any questions.

Sincerely,

David Kahn

DK:zc
Attachment

Proposal to Provide Legal Counsel for the Oversight Board to the Successor Agency to the Maywood Community Development Agency

September 20, 2012

Submitted by



Renne Sloan Holtzman Sakai
Public Law Group™

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Attachment A: Resume of David Kahn

I. APPROACH TO LEGAL SERVICES AND FIRM OVERVIEW

Renne Sloan Holtzman Sakai LLP, Public Law Group™, is pleased to submit this proposal to provide legal services for the City of Maywood Oversight Board.

We founded Renne Sloan Holtzman Sakai to provide effective, efficient, and creative legal services to meet the distinctive needs of local governments. Our philosophy is to provide advice and representation that allows policy makers and boards to achieve their goals while minimizing legal risk. We represent public agencies, including the State of California, the University of California, California State University, and numerous cities, counties and special districts, as well as school and community college districts. We have extensive experience advising and representing public agencies on all areas of California Community Redevelopment Law, public contracts, affordable housing and real property law. The firm maintains offices in San Francisco and Sacramento, with satellite offices in Albany and Los Angeles.

Attorneys on our General Government Team have decades of high-level experience representing public entities. Louise Renne served as San Francisco's City Attorney for sixteen (16) years, overseeing a 200-lawyer public law office and pioneering novel approaches to public law matters, and subsequently served as the City Attorney and Redevelopment Agency General Counsel for the City of Richmond. Jonathan Holtzman worked for the City and County of San Francisco for fifteen (15) years in a variety of roles including Chief Deputy City Attorney and director of Policy and Labor for Mayor Willie L. Brown Jr. David Kahn served as the City Attorney and Redevelopment Agency General Counsel for the City of Sunnyvale for seven (7) years, and prior to that served as Senior Deputy County Counsel for Santa Clara County for five (5) years, with redevelopment assignments. Randy Riddle served as the City Attorney and Redevelopment Agency General Counsel for the City of Richmond, and previously served as lead attorney for the San Francisco Department of Elections, Chief of the San Francisco City Attorney's Government Litigation Group and Chief Counsel to the California Secretary of State. Teresa Stricker possesses extensive public law experience, and previously served as a San Francisco Deputy City Attorney specializing in general government law counseling and litigation, constitutional law, and appellate advocacy. Scott Dickey serves as General Counsel to the San Francisco Community College District, and has served as the Chief Deputy City Attorney for the City of Richmond, and previously served as a San Francisco Deputy City Attorney specializing in general government law counseling, litigation, administrative law and appellate advocacy.

Our General Government and Litigation Team brings together:

- Extensive experience in the practice of municipal law;
- Significant experience in land use and redevelopment law;

- Expertise in litigation, writ practice and appellate advocacy in state and federal courts;
- Extensive experience appearing before and advising administrative bodies;
- First-rate reputations within the legal community at local, state and federal levels;
- Extensive experience providing legal advice to all municipal departments, including City Clerk, City Manager/Chief Administrative Officer, Community Development, Community Resources, Finance, Fire Administration, Housing, Personnel, Police Administration, Recreation and Parks, Public Works and Redevelopment;
- Proven ability to develop and maintain critical relationships with political bodies, including city councils, boards of supervisors, other boards and commissions; and
- Proven ability to proactively solve legal issues for city departments prior to reaching the litigation stage, and to communicate changes in the law effectively to city departments and officials.

II. PROPOSED LEGAL COUNSEL FOR OVERSIGHT BOARD

Although we work as a team, providing a network of legal support for our public sector clients across all of our practice areas, we are pleased to propose **David Kahn** as the primary provider of legal counsel services for the City of Maywood Oversight Board. David brings extensive experience in the California Community Redevelopment Law, ABx1 26, public contracts, affordable housing, and real property law. He joined the Public Law Group™ in 2012 immediately after 7 years as a Redevelopment Agency General Counsel and representing a Successor Agency and Oversight Board as counsel in 2012 to commence implementation of ABx1 26.

David will have the ability to draw on internal Public Law Group™ resources for additional expertise in a variety of areas, including conflicts, and ethics matters. Attached is David's professional resume.

A. Current Oversight Board Clients

David represents the Oversight Boards of the City of Healdsburg, the City of Salinas, City of Petaluma, and the City of Santa Monica to advise on all aspects of ABx1 26 and AB 1484, Oversight Board responsibilities, and legal issues. To the extent that research and advice is equally applicable to all Oversight Boards represented, costs will be reduced by pro-rating the rate among the Boards.

Following is a brief description of David's qualifications and experience.

B. Legal Training and Bar Admissions

David earned his J.D. from Boalt Hall Law School, University of California in 1980. He was admitted to the Bars for the States of California and Washington in 1981 and 1988, respectively. In 1998, David was admitted to the Bar of the United States Supreme Court.

C. Public Entity Experience

David has over 26 years of experience in representing public agencies at both the city and county level. Most recently, he served as Sunnyvale (population 140,000) City Attorney and Redevelopment Agency General Counsel from 2005 to 2012. Both the City Council and Redevelopment Agency are Brown Act boards and David advised at over 200 meetings of these boards. David provided Brown Act instruction to the Leadership Sunnyvale class of prospective public officials for seven years. As City Attorney, David advised the City Council, City Manager and all City departments.

From 2000 to 2005, David was Senior Deputy County Counsel in Santa Clara County (population 1,787,694). In addition to substantial redevelopment work, David's clients included the sheriff, Superior Court, airports, finance, tax collector and grand jury. David successfully advised the Census 2000 Redistricting Committee through the politically sensitive redrawing of district boundaries.

From 1995 to 2000, David was City Attorney of Mercer Island, Washington. He advised and represented the City Council and Planning Commission, both subject to the Washington Open Meetings Law (the Brown Act equivalent in Washington). He provided legal advice to the Council and all City departments. From 1988 to 1995, David was Chief of Litigation for Bellevue, Washington, a major economic center for the Puget Sound region. In addition, he served as a Deputy City Attorney for the City and County of San Francisco from 1986 to 1988, representing the school district, Municipal Railway, police department and other city departments.

D. Redevelopment and Related Experience

David has the exceptional background of having substantively represented both a City and County in redevelopment matters and thus having a perspective on the legal and policy concerns of both a redevelopment agency and other taxing entity. David's experience with the California Community Redevelopment Law began in 2000, when he was part of a team representing Santa Clara County in a long-standing dispute over property tax increment from multiple redevelopment areas in the largest city in the County. The issues included redevelopment area creation and expansion, statutory pass-through payments, definition of blight, and allocation of property tax increment

received by the redevelopment agency. Consequently, he worked extensively with the Community Redevelopment Law and appeared on behalf of the County in contested redevelopment hearings.

As City Attorney for the City of Sunnyvale, David immediately became involved as Redevelopment Agency General Counsel with a major redevelopment project comprising the majority of the downtown area. At the time of his hire, the area was blighted with a closed parking structure and a shuttered and empty mall. Although a developer was in place, it defaulted on the project and David successfully negotiated a revised Development and Owner Participation Agreement and transfer of the Project. The project is very complex, with future redevelopment tax increment funding public infrastructure and parking structures for the mixed use retail, commercial and residential project and public and private property ownership within the project area. After approximately \$300 million was invested in the project, the 2008 financial collapse resulted in the lender filing for foreclosure, the appointment of a receiver, and another renegotiation of the Development and Owner Participation Agreement and the ability to market the project. David advised on all applicable aspects of the California Community Redevelopment Law during the seven years he served as General Counsel for the Redevelopment Agency on this project.

With the initial passage of ABx1 26 David advised on the potential impacts of the legislation and advised on the Redevelopment Agency's adoption of the "opt in" payment which would have allowed the continued existence of redevelopment agencies. He monitored the filing and argument of the *Matosantos* case, in which the California Supreme Court affirmed ABx1 26 and found ABx1 27 unconstitutional, resulting in the dissolution of redevelopment agencies and the creation of Successor Agencies and Oversight Boards. Between January to May 2012, David advised the Sunnyvale Successor Agency and Oversight Board in the many actions and deadlines with the County and State, and in reviewing enforceable obligations and the Recognized Obligations Payment Schedule (ROPS).

As City Attorney, David advised regularly on public contracts, affordable housing, public works, contracting and real property law. The City of Sunnyvale has an Office of Affordable Housing which partners with non-profit housing providers to fund and construct affordable housing. David initiated and successfully negotiated a partnership between the County of Santa Clara, the City of Sunnyvale and Mid-Pen Housing to resolve a redevelopment dispute and construct a new 120 unit senior affordable housing development.

David is prepared to undertake all legal duties for the Oversight Board, including:

- Serving as counsel at all Oversight Board meetings and responding to all Brown Act, conflict of interest, parliamentary procedure, and other legal issues.
- Providing legal advice and guidance on ABx1 26 and AB 1484 obligations and responsibilities of the Oversight Board, as well as its fiduciary responsibilities.

- Providing legal advice and counsel on ABx1 26 and AB 1484 issues and mandatory/discretionary actions before the Oversight Board.
- Providing legal advice on the Oversight Board's relationship with the Successor Agency.
- Providing thorough legal opinions as requested by the Oversight Board.
- Responding promptly to requests for other duties within the scope of the Oversight Board.

David has experience in working with elected officials with divergent viewpoints and policy goals.

III. WORK PLAN

Upon appointment as counsel to the Oversight Board, the work plan (subject to client direction) may include:

- Review of the City of Maywood Successor Agency redevelopment projects and status.
- Review of financing of the City of Maywood Successor Agency redevelopment projects.
- Review of Enforceable Obligations Payment Schedule and Recognized Obligations Payment Schedule for Successor Agency and Department of Finance responses.
- Review of Affordable Housing projects and status and Department of Finance responses.
- Establishment of communication protocols with Oversight Board counsel.
- Research and advice on Oversight Board responsibilities and discretion on transfer of assets, due diligence reviews, agency wind-down, amendment or termination of prior RDA agreements, and obtaining a Certificate of Completion from the Department of Finance.

IV. REFERENCES

City/County	Reference	Description of Work
City of Healdsburg 401 Grove Street Healdsburg, CA 94086	David Mickaelian Assistant City Manager (707) 431-3318 dmickaelian@ci.healdsburg.ca.us	<i>Counsel to the Oversight Board on all ABx1 26 and AB 1484 matters</i>
City of Sunnyvale Sunnyvale City Hall 456 W. Olive Avenue Sunnyvale, CA 94086	Gary Luebbers City Manager (408) 730-7242 gluebbers@ci.sunnyvale.ca.us	<i>Represented for four years in his capacity as City Manager; advised weekly on multiple finance, redevelopment and city legal issues.</i>
City of Sunnyvale Sunnyvale City Hall 456 W. Olive Avenue Sunnyvale, CA 94086	Grace Leung Finance Director and Oversight Board Member (408) 730-7398 gleung@ci.sunnyvale.ca.us	<i>Advised for 4 years as Finance Director on redevelopment, ABx1 26, successor agency and oversight board issues.</i>
County of Santa Clara 70 W. Hedding Street San Jose, CA 95110	John Guthrie RDA Consultant (Former Finance Director) Finance Department (408) 299-5200 John.Guthrie@fin.sccgov.org	<i>Advised for 5 years as County Finance Director on finance, tax, and redevelopment matters.</i>

V. CONFLICTS STATEMENT

We know of no current or potential conflicts of interest that would prevent us from providing legal services to the City of Maywood Oversight Board.

VI. FEE PROPOSAL

The Firm will bill the City of Maywood for professional services at our public agency discounted hourly billing rate.¹ David Kahn’s discounted hourly rate for this project will be \$285 per hour. David currently is counsel to four other Oversight Boards. To the extent that research or work is equally applicable to all oversight boards, the hourly rate will be pro-rated based on the total number of oversight boards represented. Our associate rates depend on the associate’s years of experience out of law school and the rates are \$205 to \$285 per hour. Paralegals are billed at \$95 to \$125 per hour. Billing is done in 1/10s of an hour increments.

¹ These rates are reviewed and may be modified every year, generally in January.

In addition, the Firm charges separately for certain costs incurred in the representation, as well as for any disbursements to third parties made on a client's behalf. Such costs and disbursements include, for example, the following: travel-related expenses (including airfare), computer-assisted research, transcription, overnight delivery and messenger services. The Firm also bills for time spent traveling on a client's behalf at our normal hourly rates. However, for the Oversight Board, travel time will be billed from Ontario Airport to the City of Maywood offices.

We will bill you on a monthly basis for services performed and costs incurred. Payment is due within 30 days of the date an invoice is rendered. Past due amounts will be shown on the invoice.

You may terminate our services at any time, subject to any applicable requirements for withdrawal of counsel imposed by a tribunal. The Firm reserves the right to withdraw from the representation for failure of the client to make timely payment of fees, costs, and disbursements in accordance with the fee arrangement described in this letter, or for any other reason permitted by the applicable Rules of Professional Conduct.

Resume of David Kahn



SAN FRANCISCO OFFICE

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f: 415.678.3838

dkahn@publiclawgroup.com

PRACTICE AREAS

Government Law and Litigation
General Counsel to Public Agencies
Redevelopment (Successor
Agencies and Oversight Boards)
Land Use and Development
Sustainability
CEQA

BAR ADMISSION

California
Washington (Inactive)
Navajo Nation (Inactive)

EDUCATION

Boalt Hall Law School, University of
California, Berkeley, J.D.
University of California, Santa Cruz,
B.A.

David Kahn

Partner

EXPERIENCE

Mr. Kahn advises and represents both public agency and private clients on public agency law, redevelopment, and land use issues. Mr. Kahn brings to his clients over 30 years of public agency experience and creative solutions to complex public issues and public-private partnerships. He has represented both a City and a County on redevelopment issues and can bring that unique perspective to current redevelopment successor agency wind-down issues and oversight boards. As City Attorney for Sunnyvale, California and Mercer Island, Washington, Mr. Kahn represented and advised City Councils and City Managers, in addition to planning, human resources, police and fire, finance, and public works departments. Mr. Kahn's experience as Senior Deputy County Counsel for Santa Clara County included representation of the sheriff's department, Superior Court judges, grand jury, County airports, finance and tax collector. He has advised on Brown Act, California Public Records Act, and Conflict of Interest regulations. He has also been the legal advisor to citizen committees such as the Census 2000 County Redistricting Committee and Charter Review Committees. Mr. Kahn also has substantial appellate advocacy experience. Mr. Kahn received the 2003 County Counsel Litigation Award, and is rated AV-Preeminent by Martindale-Hubbell.

Some of the cases and issues Mr. Kahn has provided advice and representation on include:

- Complex \$750 million redevelopment project of downtown. Representation included removal of defaulting developer, renegotiation of development agreement, environmental remediation and coordination with Regional Water Quality Control Board, and creative solutions to continue Project progress during 2008-09 economic downturn.
- Closure and re-use of military base in City.
- Advising City Councils for 12 years, including on controversial issues such as medical marijuana, group housing and campaign finance reform ordinances.
- Challenges under CEQA to City projects.
- Negotiations on behalf of City with County and Affordable Housing Agency leading to partnership and construction of senior affordable housing at County Clinic site.
- Representation of County in 2003 PGE bankruptcy litigation.

- Representation of County in binding arbitration for airport operator lease payment dispute.
- Trial and appellate counsel for County in Subdivision Map Act litigation.
- Representation of City in litigation to preserve historical restaurant and tavern from nuisance challenge.
- Representation of police officer at Inquest Hearing for first officer-involved shooting fatality in City.

Related Experience

Immediately prior to joining Renne Sloan Holtzman Sakai, Mr. Kahn was City Attorney/Redevelopment Agency General Counsel for the City of Sunnyvale for seven years and handled the complete range of government law issues. From 2000-2005, Mr. Kahn was Senior Deputy County Counsel for the County of Santa Clara. From 1995 to 2005, Mr. Kahn served as City Attorney for the City of Mercer Island, Washington. Mr. Kahn was Deputy City Attorney/Chief of Litigation for Bellevue, Washington, from 1988-2007, where he litigated a number of high profile cases and provided appellate advocacy in both the Court of Appeals and Washington Supreme Court. Mr. Kahn began his city attorney experience with the City and County of San Francisco, where he was a team leader for a litigation team representing the police department, school district, MUNI and public works department. Mr. Kahn was also a Deputy Public Defender for Santa Clara County, where he tried both felony and misdemeanor matters.

During law school, Mr. Kahn was an extern to the Chief Justice of the Alaska Supreme Court, as well as a law clerk with DNA Legal Services on the Navajo Nation. Prior to law school, Mr. Kahn was a VISTA Volunteer with Community Legal Services in San Jose.

Reported Appellate Cases

- *Pfeiffer v. City of Sunnyvale*, 200 Cal. App. 4th 1552 (2011)
- *Trinity Park LP v. City of Sunnyvale*, 193 Cal. App. 4th 1014 (2011)
- *Sunnyvale West Neighborhood Assoc. v. City of Sunnyvale City Council*, 190 Cal. App. 4th 1351 (2010)
- *Van't Rood v. County of Santa Clara*, 113 Cal. App. 4th 549 (2003)
- *Zilog v. Superior Court*, 86 Cal. App. 4th 1309 (2001)
- *Lillian F. v. Superior Court*, 160 Cal. App. 3d 314 (1984)
- *Peterson v. City of Bellevue*, 56 Wash. App. 1 (1989)
- *Crippen v. City of Bellevue*, 61 Wash. App. 251, cert. denied 117 Wash. 2d 1015(1991)



- *Rozner v. City of Bellevue*, 116 Wash. 2d 342 (1991)
- *IAFF v. City of Bellevue*, 119 Wash. 2d 373 (1992)
- *Mull v. City of Bellevue*, 65 Wash. App. 245 (1992)
- *Bellevue 120th Associates v. City of Bellevue*, 65 Wash. App. 594, cert. denied 818 P. 2d 1098

Professional Activities

- *California League of Cities, City Attorney Division, Brown Act Committee (2011-present)*
- *California League of Cities, City Attorney Division, Nominating Committee (2011)*
- *California League of Cities Legal Advocacy Committee (2007-09)*
- *Santa Clara County Bar Association Judiciary Committee (2001-02)*
- *Washington State Bar Association, Trustee*
- *Member, United States District Court Magistrate Judge Selection Committee*
- *Chair, United States District Court Pro Bono Committee (1996-1998)*

Teresa L. Highsmith
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Los Angeles, CA 90071-3137
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FAX: (213) 542-5710
WWW.CLLAW.US

September 20, 2012

City of Maywood
4319 E. Slauson Avenue
Maywood, CA 90270
ATTN: Andre Dupret, Project Manager

Re: **Proposal to Provide General Counsel Services to Oversight Board to Maywood RDA Successor Agency**

Dear Mr. Dupret:

I write to propose our firm's services as General Counsel to the Oversight Board to the Maywood RDA Successor Agency. We have kept this proposal very brief, incorporating items 1, 2, 3 and 5 from your Request for Qualifications Submittal Requirements into this single letter proposal. Additional information about our firm, including a firm profile and bios of all our attorneys, appears on our web site at: <http://www.cllaw.us>. I also enclose my resume as proposed General Counsel, the resume of Scott Howard, who we propose as Assistant General Counsel to the Oversight Board, as needed, and three client references, as requested.

Rates: Although our standard hourly rates range from \$175 to \$425 per hour for attorneys and from \$110 to \$145 per hour for paralegals, we will agree to provide general services to the Oversight Board at a blended hourly rate for the services of any of our attorneys of \$225. We understand that you anticipate a need for General Counsel to attend Oversight Board meetings when scheduled and provide general legal advice to the members of the Oversight Board, which we would anticipate would normally require fewer than 10 hours per month. We would not charge for the cost of travel time to and from meetings with the Board. Should you desire it, we can also provide a "not to exceed" alternative compensation structure, wherein we propose a combination of \$225/hour with a "not to exceed" cap of \$3,000/month for all legal services, except litigation. If you prefer a flat monthly retainer arrangement, we propose a retainer amount of \$2,000.00 for all legal services, except litigation. For litigation services, we are willing to cap our standard rates at \$325 per hour.

Experience: Colantuono & Levin, PC is a municipal law firm with offices in Los Angeles and outside Grass Valley in the Sierra Foothills and one of California's leading advisors to cities, counties and special districts. We represent public clients throughout

California in all aspects of municipal law, including redevelopment and its dissolution process, the Brown Act, election law, conflicts of interest law, matters arising under the Public Records Act, public financing and revenues, housing, the California Environmental Quality Act, land use, and associated litigation. The firm prides itself on its extensive public law experience, its commitment to problem-solving, and a focus on ethical, affirmative and intelligent advice and representation. Our core commitment is to provide advice our clients find both helpful and understandable.

Team: I propose to serve as General Counsel to the Oversight Board to the Maywood RDA Successor Agency, with assistance, as needed from Scott Howard. I have extensive experience in advising public agency clients regarding compliance with the Brown Act, Political Reform Act, Public Records Act, and Community Redevelopment Law; I am well versed in the interpretation and application of the dissolution process set forth in AB 1X 26 and AB 1484 (“the Legislation”), regarding the obligations and authority of both Successor Agencies and Oversight Boards, and I keep up to date on the developments in the interpretation and implementation of the Legislation and any further proposed amendments. I presently advise several Successor Agencies regarding the dissolution process, and have prepared agendas, staff reports, Conflict of Interest Codes and orientations for their initial Oversight Board meetings; I serve as General Counsel to the Oversight Board to the Pomona RDA Successor Agency, the Oversight Board to the San Gabriel RDA Successor Agency and the Oversight Board to the Temple City RDA Successor Agency. I am also a member of the League of California Cities Oversight Board Working Group, which convenes every other Friday to discuss matters of relevance to Oversight Boards. The firm also provides special counsel services to counties and has represented a variety of special districts as general and special counsel. All these experiences will be helpful in our advice to the Oversight Board, which has approval authority over various actions of the Maywood RDA Successor Agency during the wind-down process and serves to protect the interests of the county, schools, and special districts in the winding down of Agency activity.

Scope of Services: Regarding the scope of services you anticipate needing, I am able to advise the Oversight Board on the specific Successor Agency actions that require prior Oversight Board approval or Oversight Board direction pursuant to both AB 1X 26 and AB 1484, including, but not limited to:

- any proposed amendments to existing contracts to facilitate the completion of redevelopment projects and disposition of property;
- whether the various line items on Recognized Obligation Payment Schedules (ROPS) are “enforceable obligations” such that the ROPS may be approved by the Oversight Board;
- representing the Oversight Board regarding any inquiries on any Oversight Board action from the Department of Finance or other state agency;
- advising on financing matters requested by a Successor Agency (such as requests to approve refinancing bonds or amending a Disposition and Development Agreement);

- advice regarding the authority of the Oversight Board to order the termination of existing contracts (should the Oversight Board determine that such termination is in the best interest of the taxing entities);
- advice on whether real properties held by the Successor Agency are required to be sold, pursuant to the Oversight Board's authority under Health & Safety Code Section 34181, pending Oversight Board approval of the new long-range property management plan requirements of Health & Safety Code Section 34191.3 (AB 1484);
- advice on the Oversight Board's legal authority under both AB 1X 26 and AB 1484, and any future amendments
- advise members of the Oversight Board on conflict of interest issues
- review and approve Oversight Board agendas prior to posting
- prepare legal opinions as requested by the Oversight Board.

The Legislation provides that Oversight Board members are protected by the immunities applicable to all public entities and public employees, as set forth in Government Code 810 eq. seq. In the event that the Oversight Board should become a party to litigation, the firm of Colantuono & Levin has a proven litigation track record and can provide you with litigation legal services.

Conflict of Interest: Colantuono & Levin does no project specific work for Los Angeles County, although we do represent the Los Angeles County Law Library as a general counsel client. The County of Los Angeles is represented on all three Oversight Boards that are presently represented by the firm; therefore, we do not believe there is an actual or potential conflict in providing legal services to the Maywood Oversight Board on this basis. The firm does not presently represent the City of Maywood or the Successor Agency to the former Maywood Redevelopment Agency, the California Redevelopment Association, or any of the appointing agencies to the Maywood Oversight Board. However, we do represent the Orangeline Development Authority, a Joint Powers Authority comprised of twelve cities, since the inclusion of the City of Maywood earlier this year. Additionally, the Maywood Police & Community Relations Commission has been a past client of the firm.

We would be very pleased to represent the Oversight Board. Thank you for the opportunity to propose our services. Please let me know if additional references or any other information would be helpful.

Very truly yours,


Teresa L. Highsmith

TLH:tlh

Andre Dupret
September 20, 2012
Page 4

Enclosures (2): Highsmith & Howard Resumes
References

cc: Scott Howard

TERESA L. HIGHSMITH

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300 So. Grand Ave., Ste. 2700
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Cell: (213) 399-9292
THighsmith@CLLAW.US

Current Employment

Senior Counsel, Colantuono & Levin, PC
Municipal advisory team;

- City Attorney, City of Barstow
- City Attorney, City of Sierra Madre
- General Counsel to former Barstow Redevelopment Agency and its Successor Agency
- General Counsel to former Sierra Madre Community Redevelopment Agency and its Successor Agency
- General Counsel to Oversight Board to former Pomona RDA Successor Agency
- General Counsel to Oversight Board to former San Gabriel RDA Successor Agency
- General Counsel to Oversight Board to former Temple City RDA Successor Agency
- General Counsel to the South East Los Angeles County Work Force Investment Board (“SELACO”)
- General Counsel to SELACO Policy Board
- General Counsel to West-Comm JPA
- Assistant City Attorney, City of Los Alamitos

Legal Qualifications and Experience

General Services – Representing cities and city councils, redevelopment agencies and their post-AB 1X 26/AB 1484 Successor agencies, local reuse authorities, housing authorities, joint powers authorities and special districts at regular and special meetings; providing written and oral legal opinions and research on local government issues including zoning, land use, redevelopment, affordable housing, labor and employment issues, public bidding requirements, California Environment Quality Act (CEQA), Subdivision Map Act, Brown Act, Public Records Act, Conflict of Interest and code enforcement.

Redevelopment – Direct legal assistance on award winning redevelopment projects: *Historic Alameda Theatre Rehabilitation Project*, CRA Award of Excellence 2009; *Bridgeside Shopping Center*, CRA Award of Excellence 2008; legal assistance to

Successor Agencies and Oversight Boards in all aspects of the dissolution process of AB 1X 26/AB 1484.

Contracts – Drafting and negotiating lease, loan and real property agreements; redevelopment agreements (Disposition and Development Agreements, Owner Participation Agreements, Pre-development Agreements); public works contracts; various land use agreements; various consultant agreements; labor and employment contracts and MOU's.

Ordinances – Drafting city land use, zoning and health and safety ordinances, resolutions and policies.

Litigation – Litigation background at both trial and appellate levels on a variety of issues and claims, including mandate actions challenging legislative and administrative acts, land use, personnel, Public Records Act, redevelopment, public works and construction contracts, and constitutional claims. Published cases: *Suter v. City of Layette* (1997) 57 CA4th 1109; *City of Livermore v. PG&E* (1997) 51 CA4th 1410; *City of Lafayette v. East Bay Municipal Utility District* (1993) 16 CA4th 1005.

Previous Employment

- | | |
|-----------|---|
| 2006-2011 | City Attorney of Alameda; General Counsel to Community Improvement Commission (Alameda Redevelopment Authority), Alameda Reuse and Redevelopment Authority (local reuse authority for former Naval Air Station, Alameda) and Housing Authority of City of Alameda |
| 1997-2006 | Assistant City Attorney of Alameda; Assistant General Counsel to Community Improvement Commission, Alameda Reuse and Redevelopment Authority and Housing Authority of City of Alameda |
| 1992-1997 | Assistant City Attorney to cities of Orinda, Lafayette and Bethel Island Municipal Improvement District; Special Counsel at various times to cities of Fremont and Livermore, through Law Offices of Charles J. Williams (as a contract attorney) |
| 1991-1992 | Deputy City Attorney to cities of Orinda, Lafayette, Moraga and Pittsburg, employed by the Law Offices of Charles J. Williams |

Bar Admissions

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|------|---|
| 1991 | California Supreme Court
U.S. District Court, Northern District of California
U.S. District Court of Appeals, Ninth Circuit |
|------|---|

Member, State Bar of California

Education

1991 J.D., with honors, John F. Kennedy University
Editor, **John F. Kennedy University Law Review** 1989-1991

1977 B.A., with honors, University of Nevada, Reno

SCOTT H. HOWARD

1267 Norwich Lane, Ventura, California 93001
(818) 618-8877 ~ (805) 653-0844

SUMMARY OF EXPERIENCE:

Over thirty-four (34) years of experience with the City of Glendale City Attorney's Office, performing professional legal work, including supervision and prosecution of all Municipal Code violations; research, drafting, trials and hearings in all phases of civil and administrative proceedings, including eminent domain; advise and consult with City Departments, Commissions, City Council, Housing Authority and Redevelopment Agency on a wide variety of municipal issues; draft, review and approve contracts, resolutions and ordinances, provide training to elected and appointed officials on various subjects including AB 1234 ethics.

WORK HISTORY:

Jan. 2012 to Present: Of Counsel Colantuono & Levin. Provide city attorney advisory services to City of Calabasas

1990 – Sept 2011: City Attorney, City of Glendale, California

Supervise and direct the Legal Department. The Department consists of fourteen lawyers, one paralegal, and six secretaries, and has an annual budget of \$4 million dollars. The office provides a full range of legal services to City governmental departments including advice, litigation, code enforcement, drafting and approval of all ordinances, resolutions and contracts. Responsibilities include: advising all Municipal Commissions, the City Council, Housing Authority, Redevelopment Agency, and Department Heads regarding all issues of concern to a large municipality including, but not limited to, issues involving the Brown Act, conflicts of interest, environmental laws, land use, law enforcement, public service, and waste management. Research and prepare contracts, opinions, resolutions and ordinances for City Council consideration. Provide training on various subjects.

1981-1990: Senior Assistant City Attorney, City of Glendale, California

Supervise and direct the prosecution of all Municipal Code violations. Handle a wide variety of civil litigation in both State and Federal Courts, including eminent domain, tort actions, civil rights, land use, and employee-related litigation for the third largest city in Los Angeles County. Appear before the Court of Appeals on a number of occasions. Represent the City in administrative proceedings.

1979-1981: Assistant City Attorney, City of Glendale, California

Supervise the prosecution of all Municipal Code violations. Handle a variety of civil litigation in both Municipal and Superior Courts. Advise and render opinions to Department Heads, Commissions and City Council. Research and draft opinions, contracts and ordinances.

1977-1979: Deputy City Attorney, City of Glendale, California

Prosecute against Municipal Code violations. Defend the City in a variety of civil litigation matters. Research and draft legal opinions. Advise Department Heads. Draft and approve contracts and ordinances.

1975 - 1977: Legal Intern, Los Angeles District Attorney

Research and draft motions and oppositions thereto in criminal matters. Engage in jury and court trials of misdemeanor cases.

EDUCATION:

- | | |
|----------------|---|
| 2006 | Completed Josephson Institute of Ethics - Living up to the Public Trust |
| 1989 | Graduate, F.B.I. National Law Institute, 7th Session
(50 attorneys chosen nationwide annually) |
| 1977 - Present | Approximately 1,000 hours of seminars in general and municipal-related legal subjects. |
| 1976 | Juris Doctor Degree from Southwestern University School of Law |
| 1973 | Bachelor of Science Degree in Business Administration from University of Southern California |

PROFESSIONAL CREDENTIALS AND AFFILIATIONS:

- | | |
|-----------------------|---|
| 2011 | Recipient - William I. Thornton Jr. IMLA Faculty Award by the International Municipal Lawyers Association |
| 2010 | Designated a Municipal Law Fellow by the International Municipal Lawyers Association |
| 2008, 2006,
& 2005 | Named a Super Lawyer Government/Cities - Municipal Law |
| 2006 - 2011 | Regional Vice President, 9 th Circuit, International Municipal Lawyers Association

Martindale-Hubbell Designated AV Rating

Listed in Who's Who in California, 16 th Edition |
| 2000 - 2006 | State Chair, International Municipal Lawyers Association |

- 1995 President, City Attorneys Association, Los Angeles County
- 1994 President, Glendale Bar Association
- 1993 - 1995 Los Angeles County Representative, League of California Cities Legal Advocacy Committee
- 1993 - 1995 Secretary/Vice President, Los Angeles County City Attorneys Association
- 1987 - 1994 Trustee, Glendale Bar Association Board of Trustees
- 1985 - Present Member, Los Angeles County Bar Association
- 1981 Chairman of Subcommittee on Regulation--Ordinances and Administrative Regulations Concerning Police Powers of a City or Town, American Bar Association
- 1977 - 1990 Member, Criminal Justice Council, Glendale
- 1978 - Present Member, Glendale Bar Association
- 1977 - Present Member, American Bar Association
- 1976 - Present Member, State Bar of California

Admitted to practice before all California State Courts; United States District Court, Central District; United States Claims Court; United States Court of Appeals for the Ninth Circuit; United States Supreme Court.

PROFESSIONAL ACCOMPLISHMENTS:

Advocated before the State Court of Appeal, State Supreme Court, and Ninth Circuit Court of Appeals. Developed and obtained precedent setting Court decisions in the area of municipal taxation and licensing, state preemption, the Constitutional limitations on the use of municipal streets for news publications, the rights of public agencies regarding police officers' medical retirements and firearm use; litigated and resolved open space/acquisition and civil rights cases.

Drafted numerous Ordinances, some used as a model by many cities and towns nationwide.

Restructured Glendale City Attorney's Office to increase efficiency and productivity in a cost effective manner.

PUBLICATIONS AND SPEAKING ENGAGEMENTS:

- 2011 International Municipal Lawyer's Association: *The Municipal Lawyer Magazine*, March/April 2011, Vol. 52, No.2; "Street Side Employment Solicitation Regulations - Are They On Life Support?"
- 2009 Guest Lecturer U.S.C. Masters of Real Estate Development Program- "Findings, Takings & Exactions; An Overview"
- 2008 Panelist and presenter at Cities on the Cutting Edge Program-Hastings College of Law - "Local Responses to Immigration Issues"
- 2007 - Present Presentations on Firefighters Procedural Bill of Rights Act to League of California Cities, various fire departments in California, and City Attorneys Association of Los Angeles County
- 2005 - Present Presentations on issues involving day laborer regulations to League of California Cities, International Municipal Lawyers Association, New Mexico Municipal League, and City Attorneys Association of Los Angeles County
- 1995 - Present Conducted various training courses through in-house "Glendale University" including Open Meeting Laws; Ethics for Public Employees, Conflicts of Interest
- 1995 - Present Conducted training for elected and appointed officials on various subjects including A.B.1234 Ethics, Open Meeting Laws, Conflicts of Interest, Public Hearings and Procedural Due Process
- 1990 - 2006 Annual lecturer for National Recreation and Parks Association. Present a 22 hour class; including written materials on "Managing Safety and Liability" with current case updates
- 1985 - 1986 Lecturer for California Conference of Arson Investigators. Subjects include Peace Officer Liability, Punitive Damages, Presentation of Testimony, Elements of Tort and other Liability in State and Federal Courts
- 1984 - Present Annual Lecturer for California Parks and Recreation Society Inc., as well as Regional Seminars. Subjects include Municipal Liability, Employee Liability, Risk Management
- 1982 - Present Numerous speeches and lectures before community groups including: Women's Civic League of Glendale, local Kiwanis Clubs and others regarding "The Prosecutorial Function of the City Attorney's Office," "Municipal Liability," and "Campaign Financing Issues in Local Elections"
- 1979 Lecturer, National Association of Consulting Arborists Annual Meeting, Newport Beach, California

1978

National Institute of Municipal Law Officers: *The Municipal Attorney*,
Volume 19, No. 11, November, 1978; "Successful Defense of the Glendale
Newsrack Ordinance"

OTHER ACTIVITIES:

Member, Glendale Committee to Celebrate the Bicentennial of the United States Constitution.

Member, Education Advisory Committee, Legal Secretarial; Glendale Community College District.

1987-1990 Member, Board of Directors, Glendale Family Service Association (a United Way Agency).

1982-1987 Sit as Judge Pro-tem in Glendale Municipal Court numerous times yearly.

1988-1989 Member, Kiwanis International, Glendale; Past Chairman, Law and Regulations Committee, 1988-1989.

1998-2005 Volunteer Settlement Officer for Superior Court, North Central District

1987-1996 Member, Glendale Chamber of Commerce.

Personal, judicial, and professional references available upon request.

References for Teresa L. Highsmith

Curt Mitchell, City Manager
Oliver Chi, Assistant to the City Manager
City of Barstow
Telephone: 760-255-5101/5102
cmithcell@barstowca.org
ochi@barstowca.org

Mayor Pro Tem Julie Hackbarth-McIntyre
City of Barstow
(760) 964-6178 (mobile)
jmcintyre@barstowca.org

I am City Attorney for the City of Barstow, including its capacity as Successor Agency to the former Redevelopment Agency of the City of Barstow. Accordingly, I provide the full range of legal advice and services on all matters of interest to the City of Barstow and attend all City Council meetings. I review and assist in the preparation of all agendas for the Oversight Board to the former Redevelopment Agency of the City of Barstow.

Elaine Aguilar, City Manager
City of Sierra Madre
Telephone: (626) 355-2917
eaguilar@cityofsierramadre.com

Karin Schnaider, Finance Director
City of Sierra Madre
Sierra Madre Oversight Board Member
Telephone: (626) 355-7136
kschnaider@cityofsierramadre.com

I am City Attorney for the City of Sierra Madre, including its capacity as Successor Agency to the former Community Redevelopment Agency ("CRA") of the City of Sierra Madre. Accordingly, I provide the full range of legal advice and services on all matters of interest to the City of Sierra Madre and attend all City Council meetings. I review and assist in the preparation of all agendas for the Oversight Board to the former CRA of the City of Sierra Madre. I also attend meetings of the Oversight Board as a resource, when requested by staff for the Successor Agency of the former CRA of Sierra Madre.

Carrie Sutkin, Chairperson
Oversight Board to Pomona RDA Successor Agency
(323) 868-5383
carriesutkin@att.net

STRADLING YOCCA CARLSON & RAUTH

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(858) 926-3000
SAN FRANCISCO
(415) 283-2240
SANTA BARBARA
(805) 730-8800

SACRAMENTO
(916) 449-2350

MARK HUEBSCH
DIRECT DIAL: (949) 725-4167
MHUEBSCH@SYCR.COM

CELESTE STAHL BRADY
DIRECT DIAL: (949) 725-4141
CSBRADY@SYCR.COM

September 14, 2012

Andre Dupret
Planning and Community Development Director
City of Maywood
1600 W. Beverly Blvd.
Maywood, CA 90640

Re: *Response to Request for Proposal (RFP) for Legal Counsel for the Oversight Board to the Successor Agency to the Maywood Community Redevelopment Agency*

Dear Mr. Dupret:

We have reviewed the Request for Proposal ("RFP") posted by Successor Agency counsel, Yolanda Summerhill, Esq. of Jones & Mayer, on the League of California Cities City Attorneys list serve to provide legal counsel services to the Oversight Board to the Successor Agency to the Maywood Community Redevelopment Agency ("Oversight Board"). We are pleased to submit this proposal by Stradling Yocca Carlson & Rauth ("Firm" or "We") in response to the City of Maywood's RFP. Mark J. Huebsch and Celeste Stahl Brady, senior shareholders of the Firm, have prepared and jointly submit this proposal to provide legal services to the Oversight Board. As you know, Jones & Mayer serves as city attorney and successor agency counsel to many cities and Mrs. Brady works cooperatively with Ms. Summerhill and other members of Jones & Mayer in several cities where Mrs. Brady provides special counsel legal services.

Basic Scope of Services. The Firm proposes to provide legal services to the Oversight Board in connection with the dissolution of the former Maywood Community Redevelopment Agency ("former Agency") and the administration of the Dissolution Act by the Oversight Board overseeing the actions of the Successor Agency to the Maywood Community Redevelopment Agency ("Successor Agency"). Mark Huebsch and Celeste Brady would co-lead the legal services to the Oversight Board on behalf of the Firm.

In terms of basic legal services, the Firm would provide advice to the Oversight Board and its members. Because of the very nature of Assembly Bill x1 26, as amended by Assembly Bill 1484 (together, "Dissolution Act"), that dissolved all redevelopment agencies and set forth certain rules and processes for the long-term wind-down of former redevelopment agencies, We anticipate that certain waivers may be necessary and appropriate to be given by Oversight Board members and

corresponding member agencies with regard to potential or actual conflicts of interest. For example, taxing agencies, such as a county, a city, or a school district, may take different positions regarding arrangements such as loans between a sponsoring community/host city and its former agency or the ongoing effects relating to or interpretation of a pass-through agreement between a former agency on the one hand and a taxing entity, such as a school district or a water district, on the other hand. We would anticipate providing advice and being available as a resource to the Oversight Board on such matters as arise and concerning basic requirements, including the Dissolution Act, Political Reform Act, Public Records Act, Ralph M. Brown Act, and in connection with consideration and approval of each Recognized Obligation Payment Schedule, due diligence review reports, and long range management plans for the disposition of real property assets of the former Agency.

Given the unprecedented and untested nature of the Dissolution Act and its continual evolution by legislation and varying interpretations by the State and County, it is not possible to predict parameters for what issues will arise and will need to be addressed. In that regard, legislation has been proposed from time to time that could affect the conduct of business by oversight boards. In addition, the State of California, Department of Finance ("DOF") has periodically provided comments, purported guidance and other postings that have materially impacted the implementation of redevelopment dissolution.

For more than 30 years the Firm had enjoyed an active practice representing redevelopment agencies in all phases of community redevelopment, from creation of agencies, plan adoptions, plan amendments, redevelopment financing (as bond counsel), negotiation and preparation of virtually all kinds of transaction documents for redevelopment agencies (such as disposition and development agreements, owner participation agreements, affordable housing agreements) for commercial, retail, entertainment, auto, industrial, manufacturing, market housing, affordable housing, mixed use, and other development projects, both new construction and rehabilitation, litigation as lead counsel and as counsel working cooperatively with the city attorney, relating to redevelopment agencies' activities (generally on behalf of redevelopment agencies, housing authorities and cities, but occasionally, concerning matters of contract, on behalf of other governmental agencies adverse to particular redevelopment agencies). Prior to the December 29, 2011 Supreme Court decision that validated AB x1 26 (and invalidated AB x1 27), the Firm's redevelopment clients had included redevelopment agencies in Anaheim, Berkeley, Buena Park, Burbank, Calexico, California City, Ceres, Chula Vista, Claremont, Clovis, Coronado, Costa Mesa, Cotati, Dinuba, El Cajon, El Centro, Escondido, Fontana, Fountain Valley, Garden Grove, Glendora, Grand Terrace, Highland, Lafayette, Lancaster, Lemoore, Lindsay, Lodi, Loma Linda, Los Banos, Laguna Hills, Mission Viejo, Monrovia, Montclair, Moreno Valley, Oceanside, Ontario, Pico Rivera, Porterville, Rialto, Ridgecrest, Ripon, Riverside (City), Riverside (County), Rohnert Park, San Bernardino (County), San Juan Capistrano, Santa Ana, Simi Valley, Soledad, Tustin, Upland, Vista and Yucaipa. Celeste Brady has been active in the representation of redevelopment agencies, on a regular basis, of Anaheim, Costa Mesa, Fountain Valley, Garden Grove, Laguna Hills, Pico Rivera, South Gate, and Tustin, as well as several developers such as Shea Homes and Shea Properties, and advising other Firm clients on affordable housing, brownfields, and other public law matters. Mark Huebsch had been active in the representation of redevelopment agencies, on a regular basis, of Glendora,

Highland, Loma Linda, Los Banos, Moreno Valley, Simi Valley, Soledad and Yucaipa, as well as preparing agreements or occasionally advising other agencies.

The Firm has been one of the leading bond counsel firms within the State of California as measured by number of issues and dollar volume; one of the active areas in this regard has been redevelopment financing (tax allocation bonds), as well as other forms of public financing, including lease revenue bonds, revenue bonds (for enterprise activities) and certificates of participation. Our involvement in that work is further described in the enclosed resumes. The breadth of the Firm's and our involvement can be helpful in bringing to bear a broad range of experience to the Oversight Board.

For additional information concerning the background of Mark Huebsch and Celeste Brady, please refer to the attached resumes: Exhibit A for Mr. Huebsch, Exhibit B for Celeste Brady, and Exhibit C for the Firm.

Since the passage of AB x1 26 and with wind-down activities well underway, both Mr. Huebsch and Mrs. Brady have been actively representing many successor agencies and housing successors. We prepare agendas, agenda reports, resolutions, and make presentations to oversight boards concerning their activities under the Dissolution Act; we have prepared basic foundational documents such as bylaws and conflict of interest code, considered protocols for dealing with the disposition of former agency properties and the transfer and administration of affordable housing assets, prepared housing asset schedules and housing asset transfer schedules for housing successors, and provided advice about enforceable obligations (and ineligible obligations), including agreements between a former redevelopment agency and its sponsoring community. We have also provided advice to certain taxing agencies in geographical areas where neither of us, nor others in this Firm, represent or represented the former redevelopment agency involved; such representation of other, non-city taxing agencies has included school district and special district representation. More recently the Firm has been engaged as counsel to the Oversight Board for the Successor Agency to the Montebello Redevelopment Agency; Mark Huebsch is lead counsel in connection with that engagement.

Members of the Firm's public law department are recognized experts in their areas and are often called upon to speak at seminars for public agencies and other municipal finance specialists, including seminars held by the League of California Cities, the (former) California Redevelopment Association (CRA), CalED, National Association of Redevelopment and Housing Officials (NAHRO), the National Association of Bond Lawyers (NABL), the Community College League of California, the California Debt and Investment Advisory Commission, the Association of California Water Agencies, the Coalition for Adequate School Housing, the California Special District Association, The Bond Buyer, and others.

Because of the depth of the experience of this Firm, including both of us, concerning both the California Community Redevelopment Law and how redevelopment agencies operated, We believe that the Firm can provide useful advice to the Oversight Board. In addition to the foregoing experience, as touched upon in the enclosed resumes, Mr. Huebsch has been a speaker in seminars, as conducted by the former California Redevelopment Association and, on five occasions, the

California Society of Municipal Finance Officers (CSMFO) regarding redevelopment and the Dissolution Act. I was a speaker at the seminar on the Dissolution Act which CRA conducted in March 2012. Mrs. Brady has been an active and participating member of the (former) CRA's Technical Committee on the Dissolution Act as well as the Housing Subcommittee and Accounting Subcommittee. In that capacity, she was a trainer on the CRA housing webinars in February 2012, and trainer/panelist at the Ontario and Pasadena education sessions on the Dissolution Act in March 2012, and was a lead in preparation of housing Q&As, reviewer of accounting Q&As, and lead in preparing the program materials for the housing training sessions and the upcoming CalED webinar related to affordable housing post-AB 1484 scheduled for September 18, 2012.

Fees; Billings. As the nature and scope of the respective engagements does not lend itself to an overall-fixed-price approach, We would charge for our services on the basis of hourly rates. The basic hour rates charged would be \$295 per hour for shareholders, \$250 per hour for senior associates, \$225 per hour for associates, and \$130 per hour for paralegals. In the event litigation were to occur and the services of this Firm are utilized for such services, hourly rates would be \$340 per hour for shareholders and \$275 per hour for associates, with paralegal time being billed at \$115 per hour. In the event, the Firm is called upon to provide services concerning financings, hourly rates would be \$425 per hour for shareholders and \$325 per hour for associates.

We normally bill at thirty (30) day intervals, with payment expected within thirty (30) days of each bill. We would request that some reasonable form of assurance be provided that We would be paid from an entity or entities that have funds available for such purposes. In that regard, We suggest that some thought be given to either (i) assurance that the City of Maywood will pay for our legal services as provided to the Oversight Board, without regard to whether such agreement for services is permitted to be included on the Recognized Obligation Payment Schedule(s) of the Successor Agency, or (ii) one or more taxing agencies represented on the Oversight Board agree to remit payment for our services as provided to the Oversight Board. The determination of the exact entity providing payment may cause some revision to the Terms of Retention (see below) but the basic concepts would be as described in this paragraph.

Form of Agreement for Services. We are enclosing a form of agreement for services, (the "Terms of Retention", enclosed as Exhibit "D").

Given the unprecedented nature of oversight boards and rather unpredictable course of work, it may be difficult to delineate with much specificity what work will be encompassed within the corresponding agreement for legal services. Accordingly, We would suggest generally that work to be undertaken as directed by the Oversight Board.

Additional Comments and Disclosure. We are not aware of other instances in which members of the Firm have represented either (i) the City of Maywood or the former Agency (collectively, "Maywood") or (ii) an entity adverse to Maywood in an activity or transaction involving Maywood. This Firm has been engaged in at least two matters for representation adverse to the County of Los Angeles, and it is possible that the Firm will be engaged in connection with additional engagements adverse to the County of Los Angeles that does involve redevelopment dissolution issues. Except for the foregoing, we are not aware of active representation that a member

City of Maywood
September 14, 2012
Page Five

of this Firm engages in with regard to entities which are members of the Oversight Board. In the event Mr. Huebsch or Mrs. Brady becomes aware of any other circumstances that would require disclosure or waivers, We will bring these to your attention. Certain members of the Firm provide public finance legal services to the State of California, including the Department of Finance, in connection with financing activities of the State of California (but not activities of the Department of Finance in relation to the dissolution of redevelopment agencies). Representation of the Oversight Board would not constitute representation of the entities that appointed members. Because of the representation of the State on a current basis, in the event litigation were to proceed by Oversight Board members against the State, we would be precluded from engaging in such work due to rules relating to conflicts of interest and professional responsibility. In the event we become aware of any other circumstances that would require disclosure or waivers, we will bring these to your attention. In addition, we would not, by reason of undertaking the representation of the Oversight Board, be precluded from undertaking actions adverse to entities that have appointed members to the Oversight Board.

Thank you for the opportunity to be considered. If there is additional information which may be useful to you in considering this submittal, kindly contact either of us and we will address your request.

Very truly yours,

STRADLING YOCCA CARLSON & RAUTH

By 

MARK J. HUEBSCH and
CELESTE STAHL BRADY

MJH:rn
Enclosures

City of Maywood
September 14, 2012
Page Six

The undersigned hereby agrees that the terms and conditions in this letter and the accompanying Terms of Retention shall apply to services rendered by Stradling Yocca Carlson & Rauth.

CITY OF MAYWOOD, a municipal corporation

By: _____
City Manager

Dated: _____, 2012

EXHIBIT A

MARK J. HUEBSCH

EDUCATION

University of Southern California
(AB, Magna Cum Laude, 1972)
Phi Beta Kappa

University of California at Los Angeles
(JD, 1975)

ADMITTED TO BAR

1975 – California; 1977 - U.S. District Court Central
District of California

EMPLOYMENT

1975-1978 Deputy County Counsel
County of Kern

1978 - 1981 Deputy/Assistant City Attorney
City of Costa Mesa

1981 - 1983 Attorney, McDonough, Holland & Allen

1983 – Present Attorney, Stradling Yocca Carlson & Rauth
(Shareholder since 1986)

SPEAKER

Implementation of ABx1 26
California Redevelopment Association (CRA), Ontario
(March 2012)

California Society of Municipal Finance Officers (CSMFO)
Conference, Monrovia, 2012
CSMFO Conference, Tustin, 2012

Redevelopment as Tool for Change
(League of California Cities: 2000)

Basic Redevelopment Tools; Advanced Redevelopment
(MMASC: 2000)

Structuring Business Grant & Loan Programs
(CRA: 7 presentations)

Introduction to Redevelopment
(CRA: 4 presentations)

REFERENCES

Josh Betta, Finance Director, City of Glendora
Brooke McKinney, Finance Dept., City of Moreno Valley
T. Jarb Thaipejr, Finance Director, City of Loma Linda
Diana de Anda, City Manager, City of Loma Linda
(additional references available upon request)

EXHIBIT B

CELESTE STAHL BRADY¹

EDUCATION

Legal

University of San Diego, School of Law
San Diego, California J.D. 1980
Admitted to practice: State of California 1980
Southern District, Federal Court 1980

Undergraduate

San Diego State University, San Diego, California
B.S. Public Administration, 1977 with highest honors
Phi Kappa Phi, Mortar Board

EXPERIENCE

1986 to Present
Stradling Yocca Carlson & Rauth
Partner/Shareholder

Office of the City Attorney, City of Costa Mesa
77 Fair Drive
Costa Mesa, California 92626
Deputy City Attorney 1983 - 1986

Office of the City Attorney, City of San Diego
202 C Street
San Diego, California 92101
Deputy City Attorney 1980 - 1983

PROFESSIONAL AFFILIATIONS

Member:

American Bar Association
State and Local Government, Land Use, Planning, Zoning Sections
State Bar of California, Public Law Section
Orange County Bar Association
California Redevelopment Association
Dissolution Act Technical Issues Committee
Subcommittees - Accounting and Housing
Affordable Housing Committee
Relocation Subcommittee of the Housing Committee
Subcommittee – Legislation re Affordable Housing
Fundraising Steering Committee
Former Member, Brownfields Committee
Founding Member, Member until 2008
National Association of Housing and Redevelopment Officers
California Housing Consortium

¹ Mrs. Brady is AV rated Martindale-Hubbell Law Directory.*
*Registered certification mark of Reed Elsevier Properties, Inc., used in accordance with the
Martindale-Hubbell certification procedure standards and policies.

PROGRAM GUEST SPEAKER

California Redevelopment Association

Dissolution Act - AB x1 26/AB 1484 Technical Committee, Member 2011-present
Subcommittees: Housing and Accounting

(*above committees in cooperation with League of CA Cities*), Spring 2012

Housing post-1484 Webinar (CRA/CalED) September 2012

Training Sessions, Webinars, Program Materials, Q/A February and March 2012

Administering and Monitoring Affordable Housing Requirements, Fall 2011

Tax Credit Projects – New and Evolving Perspectives, Spring 2011

Case Studies: Affordable Housing and Tax Credits

Anaheim Lincoln Family Apartments Spring 2010

Redevelopment Institute

Financing Redevelopment, Spring 2009, 2010

Critical Elements of the DDA, Spring 2006, 2007, 2008

Legal Issues Symposium

Mortgage Foreclosure Crisis, Summer 2008

Hot Topics in CEQA and Brownfields, Summer 2005

Powers of Redevelopment: What's a redevelopment agency? Spring 2008

Legal Issues and Powers, Fall 2007

Plan Adoptions and Amendments, Fall 2005

Distance Learning and On-Site Brownfields Training

Oversight Agreement (EOA), Fall & Spring 2004

Polanco Act, Spring 2006

Urban Land Institute, Capital Markets Council, Dissolution Act, Spring 2012

Orange County City Attorneys Association

Senate Bill 2 – Housing/Zoning for the Homeless, Spring 2008

Redevelopment Hot Topics, Spring 2005

Planning Directors Assn. Officials' Forum, Introduction to Redevelopment, Fall 2002, 2006

International Right of Way Association, Annual Relocation Conference, Spring 2003

CREW/CA Real Estate Women Annual Conference, Subordination Issues, Spring 2002

Additional Panels for California Redevelopment Association

Bd of Directors Retreat, Fall 2001, Money, Debt, Taxes, Spring 2000

Relocation/Affordable Housing, February 1999; Relocation Workshop, Spring 1998

Revised Relocation Regulations, Summer 1997

Annual Reports and Affordable Housing, Spring 1997, Using Polanco, Summer 1996

Legal Issues Affecting Affordable Housing, Spring 1996

AB 1290 Legislative Conference, Winter 1994

Critical Elements of the DDA, Fall 1994, Introduction to Affordable Housing, Spring 1994

Mixed Use Projects, Summer 1993, Subordination Issues, Spring 1989

Univ. of California Irvine Extension, Public/Private Ventures, 1991, 1992, 1993, 1995

National Association Housing and Redevelopment Officers

Linking Housing & Social Services, Fall 1994, Affordable Housing, Spring 1995

REFERENCES

Dennis R. Wilberg, City Manager, City of Mission Viejo

Matthew J. Fertal, City Manager, City of Garden Grove

John E. Woodhead, IV, Esq., Executive Director, City of Anaheim

Bryan Cook, Asst. City Manager/Finance Director, City of South Gate

Thomas R. Hatch, Chief Executive Officer, City of Costa Mesa

Contact Information for City References of Celeste Brady

<i>Client/Role/Dates</i>	<i>Contact*</i> <i>(*designates both professional and personal reference)</i>	<i>Telephone No.</i>	<i>Email</i>
<i>City of Mission Viejo Special Counsel 1991 to present</i>	Dennis R. Wilberg, P.E., City Manager* Josephine Julian, Treasury Manager* William H. Curley, III, Esq., City Atty Richards Watson Gershon	(949) 470-3051 (949) 470-3059 (714) 990-0901	dwilberg@cityofmissionviejo.org jjulian@cityofmissionviejo.org wcurleyIII@rwglaw.com
<i>City of Garden Grove Special Counsel 1986 to present</i>	Matthew Fertal City Manager* Susan Emery, Dir. Comm. Development* Thomas F. Nixon, Esq., City Attorney Woodruff Spradlin & Smart	(714) 741-5101 (714) 741-5121 (714) 741-5368	matff@garden-grove.org susan1@garden-grove.org tnixon@wss-law.com
<i>City of Costa Mesa Special Counsel 1986 to present</i>	Thomas R. Hatch, Chief Exec. Officer Colleen O'Donoghue, Asst. Finance Dir. Muriel Ullman, Housing Consultant* Thomas P. Duarte, Esq., City Attorney Jones & Mayer	(714)754-5288 (714)754-5219 (714) 754-5167 (714) 446-1400	thomas.hatch@costamesaca.gov colleenodonoghue@costamesaca.gov muriel.ullman@costamesaca.gov tpd@jones-mayer.com
<i>City of Anaheim Special Counsel 1988 to present</i>	John E. Woodhead, Executive Director* Brad Hobson, Asst. Exec. Director* Ted Reynolds, Asst. City Attorney	(714) 765-4301 (714) 765-4319 (714) 765-5356	jwoodhead@anaheim.net bhobson@anaheim.net treynolds@anaheim.net
<i>City of South Gate Special Counsel 2000 to present</i>	Bryan Cook, Asst. City Mgr./Dir. Fin.* Steve Lefever, Comm. Dev. Director* Raul Salinas, Esq., City Attorney Alvarado Smith	(323) 357-9647 (323) 563-9566 (323) 563-9538	bcook@sogate.org slefever@sogate.org rsalinas@alvaradosmith.com
<i>City of Pico Rivera Special Counsel 2011 to present</i>	Ronald Bates, PhD, City Manager Michael Matsumoto, Finance Director	(562) 801-4379 (562) 801-4391	rbates@pico-rivera.org mmatsumoto@pico-rivera.org
<i>City of Fountain Valley</i>	Ray Kromer, City Manager Brent Hoff, Housing Manager Sherri Holman, Finance Director	(714) 593-4410 (714) 593-4511 (714) 593-4501	rkromer@fountainvalley.org bhoff@fountainvalley.org sholman@fountainvalley.org
<i>City of Tustin</i>	Jerry Craig, Program Manager David Kendig, Esq., City Attorney Woodruff Spradlin & Smart	(714) 573-3121 (714) 415-1083	jcraig@tustinca.org dkendig@wss-law.com

EXHIBIT C

BACKGROUND AND EXPERIENCE OF STRADLING YOCCA CARLSON & RAUTH

Profile of the Firm

Stradling Yocca Carlson & Rauth was formed by four attorneys in 1975, and has grown to be one of the largest law firms in Orange County, with offices in San Francisco, Sacramento, Los Angeles, Santa Barbara, and Santa Monica. Our primary areas of specialization are public finance, public law, tax, general corporate law, corporate securities, real estate, litigation, labor, estate planning and pension and profit sharing. While the majority of our clients are headquartered here in California, the Firm represents a wide variety of United States and foreign clients in connection with their activities across the nation and around the world. The Firm has substantial depth and breadth of experience representing cities and redevelopment agencies in connection with the development and revitalization of commercial centers and business areas. The Firm's experience in public finance and in the implementation of redevelopment projects provides us with a broad perspective which we believe is of assistance to clients.

Twenty-three members of the Firm practice in the areas of public finance and general public law, making us one of the larger firms in the state in the public law field. Our public law attorneys devote their time overwhelmingly to the representation of the interests of public agencies, including cities, counties, redevelopment agencies, school districts, and special districts of various kinds, and to the supplying of legal services in connection with the financings of such agencies.

The Firm has been involved in nearly every type of financing undertaken by public agencies and has helped to develop several of the structures which are widely used throughout the country. We have utilized fixed and various variable rate financing techniques to provide low interest rates on public projects. We address unique financing problems by our solutions-oriented approach to working with issuers and other financing team members.

We believe that the Firm's size offers an advantage to our public finance clients. First, the Firm has expertise in many areas, such as real estate, corporate securities, litigation, as well as general public law that can be useful in analyzing all relevant issues for a bond financing. Second, our size provides stability and assurance to the client that the Firm will be in practice to follow up on matters related to the services it renders.

For more than 10 years, with the exception of 2010, the Firm has consistently ranked among the top two or three bond counsel firms in the State of California depending on whether the criterion used is the number of bond issues or their dollar volume.

We are most proud that for three of the last four years the Firm has been the second ranked bond counsel firm in the State of California based on dollar volume. According to *The Bond Buyer*, February 17, 2012 ratings, the Firm was ranked number three in the entire Far West Region for 2011. The chart below sets forth our bond counsel ranking since the beginning of 2007.

**CALIFORNIA
BOND COUNSEL RANKINGS**

<i>Year</i>	<i>Dollar Volume (in Millions)</i>	<i>Rank</i>	<i>Number of Transactions</i>
2011	\$4,184	2	130
2010	2,992	6	124
2009	5,806	2	116
2008	4,730	2	94
2007	4,820	3	117

Source: Thomson Reuter

Due to the volume and complexity of the transactions the Firm has participated in, the Firm has a breadth of knowledge and experience in all areas of municipal financing and has participated in just about every form of available financing structure, including, but not limited to, taxable and tax exempt tax allocation financings for housing and non-housing projects, lease revenue, 501(c)(3) financings and multifamily housing transactions, revenue secured utility financings, general fund lease revenue financings, derivative transactions, assessment district and Mello-Roos financings and revenue financings.

Redevelopment and the Dissolution Act

Prior to the Dissolution Act and now under the Dissolution Act, the Firm has been and remains one of the most prominent in the State in terms of its redevelopment practice and now implementation of the Dissolution Act practice. The Firm has represented over 40 redevelopment agencies as general or special counsel dealing with all aspects of public laws affecting agencies. These services have included both work on bond issues and general matters.

Firm redevelopment clients have included agencies in Anaheim, Berkeley, Buena Park, Burbank, Calexico, California City, Ceres, Chula Vista, Claremont, Clovis, Coronado, Costa Mesa, Cotati, Dinuba, El Cajon, El Centro, Escondido, Fontana, Fountain Valley, Garden Grove, Glendora, Grand Terrace, Highland, Lafayette, Lancaster, Lemoore, Lindsay, Lodi, Loma Linda, Los Banos, Laguna Hills, Mission Viejo, Monrovia, Montclair, Moreno Valley, Oceanside, Pico Rivera, Porterville, Rialto, Ridgecrest, Ripon, Riverside (City), Riverside (County), Rohnert Park, San Juan Capistrano, Santa Ana, Simi Valley, Soledad, Tustin, Upland, Vista and Yucaipa.

In our capacity as special counsel to redevelopment agencies generally, we became familiar with allocating the housing portion of projects to the housing set aside fund. We also have experience with non-bonded indebtedness, including structured loans and other arrangements.

The Firm has substantial real estate experience in connection with lease financings and also has a broad real estate practice representing buyers, sellers, borrowers and lenders. From a general real estate perspective, we are experienced in evaluating all aspects of title in the lease-leaseback process. We advise many local issuer clients with respect to real estate matters. With respect to this process, we are knowledgeable in title insurance matters, including the required endorsements that would be needed by the City in connection with its acquisition of property.

In our capacity as special counsel to redevelopment agencies generally, we became familiar with allocating the housing portion of projects to the housing set aside fund. We also have experience with non-bonded indebtedness, including structured loans and other arrangements.

A partial listing of financings involving Mark Huebsch includes: (a) bond financings for the redevelopment agencies of: (i) Arcadia (2001 Tax Allocation Bonds, Series A, \$11,635,000; 2001 Taxable Tax Allocation Bonds, Series B, \$9,240,000); (ii) Bellflower (2004 Taxable Tax Allocation Refunding Bonds, \$7,815,000); (iii) Cotati (2001 Subordinate Tax Allocation Bonds, Series A, \$6,960,000; 2001 Subordinate Tax Allocation Bonds, Series B, \$1,100,000; 2004 Tax Allocation Refunding Bonds, \$5,610,000); (iv) Fontana, 2007 Tax Allocation Bonds, Sierra Corridor, \$41,000,000); (v) Glendora (1993 Tax Allocation Bonds, 1993 Series A, \$13,390,000; 1998 Series A Refunding Loans, \$7,570,000; Glendora Public Financing Authority, Project No. One Tax Allocation Bonds, \$11,255,000, 2003 Series A, and Series B [Taxable] \$4,815,000); (vi) Imperial Beach, Tax Allocation Bonds, 2003 Series A, \$22,765,000; (vii) Los Banos, 2004 Taxable Tax Allocation Bonds, \$3,500,000; (viii) Oakley, Taxable Tax Allocation Bonds, Series 2003, \$8,500,000; (ix) Pismo Beach, 2001 Refunding Tax Allocation Bonds, \$1,795,000; (x) \$37,535,000 Ontario Redevelopment Financing Authority, 2007 Lease Revenue Bonds (Capital Projects); (xi) Santa Ana, Tax Allocation Bonds, Series 2003A, \$20,945,000 and Series B Refunding Bonds, \$34,145,000 [as underwriter's counsel]; (xii) Simi Valley, Tax Allocation Refunding Bonds, \$32,000,000; (xiii) Union City, Tax Allocation Refunding Bonds, 2003, \$16,600,000.

Not included in the above list are other financings, many of which have involved indirect support from the redevelopment agency. Other financings for which Mark Huebsch has actively participated include Moreno Valley Lease Revenue Bonds, \$48,700,000, 2005; Moreno Valley Lease Revenue Bonds, \$26,765,000, 2007; Fontana Public Financing Authority, 2007 Lease Revenue Bonds, \$54,550,000. The foregoing are examples where tax increment moneys will be made available to defray a portion of construction of public improvements, but where such revenues are not directed pledged to bonds. Other financings not listed above have included revenue bonds (including the issuance of hospital revenue bonds in the principal amount of \$158,345,000), additional hospital revenue bonds in the approximate principal amount of \$150,000,000, \$80,000,000 and \$40,000,000, certificates of participation, general obligation bonds, the issuance of fixed and/or variable obligations to refinance auction rate securities, and other obligations).

Certificates of Participation/Lease Revenue

We have extensive experience acting as bond counsel on both general fund certificates of participation and lease revenue bond financings. Recently, the undersigned have closed general fund supported financings for the Cities of Simi Valley, Salinas, Escondido, Riverside, Oceanside and Malibu. The Firm has completed general-fund supported lease financings for many other school districts, special districts, cities and counties in the past five years. Our certificates of participation financings have involved a variety of financing structures, including variable and fixed interest rates, project-backed financings, asset transfers, credit-enhanced and non-credit-enhanced structures, interest rate swap agreements, as well as city leases augmented by redevelopment agency revenues. From 2006 to 2009, we were bond counsel on 122 lease revenue certificates of participation or lease revenue bond financings totaling over \$6.3 billion.

PERSONNEL

Mark Huebsch has been a shareholder (partner) at Stradling Yocca Carlson & Rauth since 1986, after joining the firm in 1983. Mr. Huebsch has specialized in public law his entire legal career, with particular emphasis on redevelopment law since 1981, following graduation from the UCLA Law School in 1975, and obtaining an A.B. degree (major in history) from the University of Southern California (magna cum laude) in 1972. He has an "AV" rating in the Martindale-Hubbell Law Directory. His prior employment has included service as Deputy City Attorney, and then Assistant City Attorney with the City of Costa Mesa, as well as Deputy County Counsel of the County of Kern.

More recently, Mr. Huebsch was the attorney with principal responsibility for redevelopment legal matters for the redevelopment agencies of the cities of Glendora, Highland, Loma Linda, Los Banos, Moreno Valley and Yucaipa. In each case, the representation is as special counsel, with other counsel acting as City Attorney. Mr. Huebsch has been a program presenter for the California Redevelopment Association ("CRA") at several Introduction to Redevelopment Programs, including programs dealing with both implementation and redevelopment plan adoptions, and a program (offered nine times by CRA) on Structuring Business Grants and Loans and, more recently, presentations concerning redevelopment dissolution at events sponsored by the California Redevelopment Association and the California Society of Municipal finance Officers.

REFERENCES

The following individuals may be contacted as references regarding Mr. Huebsch; additional references available upon request:

Mr. John Herrera
Herrera & Associates
(former Finance Director, City of
Imperial Beach; City of Pico Rivera)
3770 Orange Street
Riverside, CA 92501
(619) 271-1645

Mr. Josh Betta
Finance Director
City of Glendora
116 East Foothill Blvd.
Glendora, CA 91741
(626) 914-8241

Mr. T. Jarb Thaipejr, City Manager
Ms. Pamela Byrnes-O'Camb, City
Clerk
City of Loma Linda
25541 Barton Road
Loma Linda, CA 92354
(909) 799-2819

Mr. Blair King
City Manager
City of Coronado
1825 Strand Way
Coronado, CA 92118
(619) 522-7335

Celeste Stahl Brady is a shareholder and member of the Firm's Public Law Department. Her entire legal career has been devoted to public law. Mrs. Brady is a 1980 graduate of the University of San Diego School of Law and holds a bachelor's degree with highest honors Phi Kappa Phi in Public Administration from San Diego State University. Mrs. Brady received excellent municipal law training, in both advisory and litigation practice areas, as a Deputy City Attorney with the cities of San Diego and Costa Mesa. She joined SYCR in 1986 and has been a shareholder since 1989. Since the Supreme Court's decision validating the Dissolution Act, Mrs. Brady has actively participated in the CRA Technical Committee and the Accounting and Housing Subcommittees. Prior to the Dissolution Act, Mrs. Brady was a founding member of the CRA Brownfields Committee; she served on the committee for thirteen years until a CRA board member requested her to serve and provide leadership on the Affordable Housing Committee; she was a longstanding member of Relocation Subcommittee; and, she was a founding member of the fundraising steering committee. Prior to the Dissolution Act as to redevelopment agencies and now post Dissolution Act as to successor agencies, Mrs. Brady has been principally responsible for the representation of the Community Development Agency of the City of Mission Viejo, Mission Viejo Housing Authority, the Costa Mesa Redevelopment Agency, Costa Mesa Housing Authority, Garden Grove Agency for Community Development, Garden Grove Housing Authority, Anaheim Redevelopment Agency, Anaheim Housing Authority, Community Development Commission of the City of South Gate, Fountain Valley Agency for Community Development, Fountain Valley Housing Authority, Tustin Redevelopment Agency, Pico Rivera Redevelopment Agency, and has provided special counsel legal services to the City of Laguna Hills on redevelopment matters; further, Mrs. Brady has assisted her partners with the Firm's other public agency clients. She is counsel to several private clients, including Shea Homes, Shea Properties, Milpitas Multifamily LLC, Beachfront Construction, LAACO, Century Quality Management. Mrs. Brady has extensive experience in all areas of public law, including conflicts of interest, open meeting laws, public records act, redevelopment, real property acquisition, relocation, affordable housing, tax credit housing projects, state and federal reporting requirements, all phases of implementation, including planning, eminent domain, housing, land use, CEQA review and litigation, brownfields, Polanco Act, and related environmental issues. Mrs. Brady is "AV" rated by Martindale Hubbell Law Directory and is a frequent guest speaker on the Dissolution Act, former redevelopment law, affordable housing, and related public law topics.

References for Mrs. Brady are included in Exhibit B.

EXHIBIT D
TERMS OF RETENTION
OF
STRADLING YOCCA CARLSON & RAUTH

1. **Fees and Costs.** Stradling Yocca Carlson & Rauth is compensated for its services based primarily on the value of the services and the time spent performing them. This includes the time spent on conferences, court appearances, depositions, travel, research, drafting documents, and other activities. The basic hour rates charged would be \$295 per hour for shareholders, \$250 per hour for senior associates, \$225 per hour for associates, and \$130 per hour for paralegals. In the event litigation were to occur and the services of this Firm are utilized for such services, hourly rates would be \$340 per hour for shareholders and \$275 per hour for associates, with paralegal time being billed at \$115 per hour. In the event, the Firm is called upon to provide services concerning financings, hourly rates would be \$425 per hour for shareholders and \$325 per hour for associates. These rates are modified from time to time and will be adjusted annually based on CPI. Mileage will be billed at the rate established from time to time by the Internal Revenue Service.

The amount of fees charged on a statement is determined by starting with the hours expended by the different attorneys and other professional personnel involved. These amounts are then adjusted for factors such as the extent of any duplication of attorney effort, unusual efficiency (or lack of efficiency), the novelty or difficulty of the issues involved, the time demands of the representation, and unusually good (or unusually disappointing) results.

The firm also charges for various costs such as copying, telephone charges, computerized legal research, word processing and/or other computer time, overtime costs, messenger services, travel, filing fees and other costs. Bills for some costs are passed on directly, such as bills for certified shorthand reporters, technical consultants, and other professional fees.

Payment is due within ten days of the date of each fee and costs statement. Overdue statements will be charged interest of 10% per annum, compounded annually. If the City of Maywood (herein, "You" or "you") wishes to question any charge, you have agreed to do so within ten days of the statement date. Please contact the partner in charge of your matters if you have any questions about any of your bills.

2. [Intentionally Omitted].

3. **Estimates Not Binding.** Although we may furnish estimates of fees or costs that we anticipate will be incurred, these estimates are not intended to be binding, are subject to unforeseen circumstances, and are by their nature inexact.

4. **Termination by You.** You and/or the Oversight Board (as such term is defined at Section 10, below) have the right at any time, in your sole discretion, to terminate our services and representation. Upon our termination, you will remain obligated to pay for all services rendered and costs or expenses paid or incurred on the Oversight Board's behalf prior to the date of such termination or which are reasonably necessary thereafter.

5. **Termination by Us.** We reserve the absolute right to withdraw from representing the Oversight Board (as such term is defined in Section 10, below) if, among other things, you or the

Oversight Board fails to honor the terms of our agreement, the Oversight Board fails to cooperate fully or follow our advice on a material matter, or any fact or circumstance occurs that would, in our view, render our continuing representation of the Oversight Board unlawful or unethical. If we elect to withdraw, you will take all steps necessary to free us of any obligation to perform further services, including the execution of any documents necessary to complete our withdrawal, and we will be entitled to be paid at the time of withdrawal for all services rendered and costs and expenses paid or incurred on the Oversight Board's behalf. If necessary in connection with litigation, we would request leave of court to withdraw.

6. **Date of Termination.** Our representation of the Oversight Board (as such term is defined in Section 10, below) will be considered terminated at the earlier of (i) your or the Oversight Board's termination of our representation, (ii) our withdrawal from our representation of the Oversight Board, or (iii) the substantial completion of our substantive work for the Oversight Board.

7. **Related Activities.** If any claim or action is brought against us or any personnel or agents of the firm based on your negligence or misconduct, or if we are asked to testify as a result of our representation of you or must defend the confidentiality of your communications in any proceeding, you agree to pay us for any resulting fees, costs, or damages, including our time, even if our representation of you has ended.

8. **No Guarantee of Outcome.** We do not and cannot guarantee any outcome in a matter.

9. **Insurance.** In accordance with the requirements of California Business and Professions Code § 6148, we advise you that this firm maintains professional errors and omissions insurance coverage applicable to the services to be rendered to the Oversight Board (as such term is defined at Section 10, below).

10. **Client.** We are being retained to serve as legal counsel to the Maywood Oversight Board ("Oversight Board"), under the following terms of for appointment: (1) the Successor Agency of the former Community Redevelopment Agency of the City of Maywood ("Successor Agency") has agreed to provide legal counsel to the Oversight Board, and is agreeable to our firm serving in this capacity; (2) the City of Maywood has agreed to advance to the Successor Agency the legal counsel for the Oversight Board and is agreeable to our firm serving in this capacity; and (3) the City intends to seek reimbursement from the Successor Agency (to the extent permitted by law and approved by the Oversight Board and any and all other necessary government agencies) for costs advanced to the Successor Agency by way of retaining our firm pursuant to this agreement. Thus, while this agreement is with the City of Maywood, this firm's client for the purpose of our representation is only the Oversight Board. Unless expressly agreed, we are not undertaking the representation of the City of Maywood, the Successor Agency of the former Community Redevelopment Agency of the City of Maywood ("Successor Agency"), nor any related or affiliated person or entity, nor any parent, brother-sister, subsidiary, or affiliated corporation or entity, nor any of your or their officers, directors, agents, or employees.

With regard to the representation of the Oversight Board, our representation would not include representation of the City of Maywood or the Successor Agency. In addition, we would not, by reason of undertaking the representation of the Oversight Board, be precluded from undertaking actions adverse to entities which have appointed members to the Oversight Board. By signing below, the City of Maywood and the Successor Agency acknowledge that this firm's representation of the

Oversight Board would not constitute representation of the entities that appointed members to the Oversight Board.

It is expressly acknowledged and agreed that our client under this agreement shall be the Oversight Board only, and no attorney-client relationship shall exist as between our firm and the City of Maywood or the Successor Agency, notwithstanding the fact that the City of Maywood is a party to this agreement (and is thereby obligated to pay our fees as an advancement to the Successor Agency), nor the fact that the Successor Agency is likewise providing our firm as legal counsel to the Oversight Board (with the intention of reimbursing the City of Maywood the fees expended pursuant to this agreement).

11. **Payment Notwithstanding Dispute.** In the event of any dispute that relates to our entitlement to any payment from you, all undisputed amounts shall be paid by you. Any amounts in any client trust account held on your behalf, sufficient to pay the disputed amounts, shall continue to be held in such trust account until the final disposition of the dispute.

12. **Arbitration.** IN THE EVENT OF A DISPUTE REGARDING FEES, COSTS, OR ANY OTHER MATTER ARISING OUT OF OR RELATED IN ANY WAY WHATSOEVER TO OUR RELATIONSHIP WITH YOU, OR YOUR OR OUR PERFORMANCE OF THIS AGREEMENT, INCLUDING THE QUALITY OF THE SERVICES WHICH WE RENDER, THE DISPUTE SHALL BE DETERMINED, SETTLED AND RESOLVED BY CONFIDENTIAL ARBITRATION IN ORANGE COUNTY, CALIFORNIA. ANY AWARD SHALL BE FINAL, BINDING AND CONCLUSIVE UPON THE PARTIES, AND A JUDGMENT RENDERED THEREON MAY BE ENTERED IN ANY COURT HAVING JURISDICTION THEREOF. SHOULD YOU ELECT TO HAVE ANY FEE DISPUTE ARBITRATED PURSUANT TO NONBINDING ARBITRATION UNDER STATUTORY OR CASE LAW, THEN SUCH NONBINDING ARBITRATION SHALL DETERMINE ONLY THE ISSUE OF THE AMOUNT OF FEES PROPERLY CHARGEABLE TO YOU. ANY OTHER CLAIMS OR DISPUTES BETWEEN US, INCLUDING CLAIMS FOR PROFESSIONAL NEGLIGENCE, SHALL REMAIN SUBJECT TO BINDING ARBITRATION PURSUANT TO THIS AGREEMENT.

Arbitration may be demanded by the sending of written notice to the other party. If arbitration is demanded, within 20 days of the demand you shall present a list of five qualified individuals who would be willing to serve that you would find acceptable to act as arbitrator. To serve as arbitrator, the individual must be a retired judge having served on any federal court or the California Superior Court or higher court in the State of California. Within 20 days of receiving your list, we may at our sole discretion (i) select any individual from that list and that individual shall serve as the arbitrator, or (ii) propose our own list of five individuals for arbitrator. If we choose to present a separate list, you may within 20 days select any individual from that list and that person shall serve as arbitrator. If no arbitrator can be agreed upon at the end of this process, each of us shall select one individual from our own respective list and those two persons shall jointly select the arbitrator. The arbitration shall be conducted pursuant to the procedures set forth in the California Code of Civil Procedure §§ 1280 et seq., and in that connection you and we agree that § 1283.05 thereof is applicable to any such arbitration. Nothing herein shall limit the right of the parties to stipulate and agree to conduct the arbitration pursuant to the then-current rules of the American Arbitration Association, the Judicial Arbitration & Mediation Services, or any other agreed-upon arbitration services provider.

AGREED:

CITY OF MAYWOOD, a municipal corporation

By: _____
City Manager
Dated: _____, 2012

