



Solano Local Agency Formation Commission

675 Texas St. Ste. 6700 • Fairfield, California 94533
(707) 439-3897 • FAX: (707) 438-1788

Staff Report

DATE: October 17, 2022
TO: Local Agency Formation Commission
FROM: Rich Seithel, Executive Officer
SUBJECT: **New Contract for General Legal Services**

Recommendation:

AUTHORIZE, by simple motion, the Executive Officer to execute a contract with Best Best and Krieger, Attorneys at Law for General Legal Services for the Solano LAFCO.

Background:

Commission requested staff to seek proposals for general legal services. Staff contacted three recommended firms and received two proposals. The AdHoc Committee interviewed the two firms that submitted proposals on July 25, 2022. The AdHoc Committee shared and discussed their findings with Commissioners during closed session on August 8, 2022.

Agenda Item: CLOSED SESSION – August 8, 2022

*REVIEW AND DISCUSSION OF CONTRACT FOR LEGAL SERVICES
LAFCO Commission and AdHoc Review Group will review potential candidates to contract with for legal services for Solano LAFCO staff and Commission.*

At the end of closed session, the Commission returned to direct the Executive Officer to bring forward a contract with Best Best and Krieger Attorneys at Law for action by Commission. Both the Draft Contract and the Proposal for General Legal Services are attached to this staff report.

Attachment A – Solano LAFCO Draft Contract
Attachment B – BBK Proposal for General Legal Services

**SOLANO LAFCO
LEGAL SERVICES AGREEMENT**

Name of Consultant:	Best Best and Krieger, Attorneys at Law		
Project Name:	General Legal Services		
Completion Date:	On-going		
Total Contract Amount:	Varying rates, depending on type of work and number of house		
Payment Schedule	<input checked="" type="checkbox"/> Monthly Billing	<input type="checkbox"/> Payment Upon Completion	<input type="checkbox"/> Other

Special Contract Terms (if any):

CONSULTANT:

Address: 2001 North Main Street, Ste 390 Walnut, CA 94596	Contact Person: Malathy Subramanian
Phone: 925-977-3303	Email: msbramanian@bbklaw.com
Fax:	

By: _____
Authorized Officer

Dated: _____

LOCAL AGENCY FORMATION COMMISSION

Address: 675 Texas St. Ste. 6700 Fairfield CA 94533	Contact Person: Rich Seithel
Phone: 707-439-3898	email: rseithel@solanolafco.com
Fax: 707-438-1788	

By: _____
Rich Seithel, Executive Officer

Dated: _____

AGREEMENT FOR LEGAL SERVICES

This AGREEMENT is made and entered into by and between the Local Agency Formation Commission of Solano County, hereinafter referred to as “LAFCO”, and the law firm of Best Best & Krieger LLP, hereinafter referred to as “Counsel.” LAFCO and Counsel agree to the following terms and conditions by which Counsel will be engaged to represent LAFCO in connection with the provision of legal services.

RECITALS

- A. WHEREAS, LAFCO desires to obtain from Counsel all legal services which Counsel can provide in the capacity of legal counsel for LAFCO; and
- B. WHEREAS, this Agreement is entered into pursuant to the provisions of Government Code section 56384(b).

NOW, THEREFORE, LAFCO and Counsel, for the consideration hereinafter named, agree as follows:

1.0 Scope of Services

- 1.1 Counsel shall perform all general and specialized legal services as may be required by LAFCO and shall attend all meetings of LAFCO as well as other meetings as required.

1.1.1 General Counsel Services

All services with the exception of the Special Counsel Services described in Section 1.1.2 and ARC Services as described in Section 1.1.3 shall be considered General Counsel Services for purposes of this Agreement.

1.1.2 Special Counsel Services

- A. Litigation and formal administrative or other adjudicatory hearing matters
- B. Labor relations and employment matters, including benefits, tax and ERISA related matters
- C. Acquisition, disposal, and resolution of real estate, easements, right-of-ways, leases, licenses, and other property transactions
- D. Land use, development, environmental law (e.g. CEQA, NEPA, endangered species) and Toxic substances matters (e.g. CERCLA, RCRA)
- E. Taxes, fees and assessment matters (e.g. Prop. 218 & Mitigation Fee Act)
- F. Non-routine contract negotiation matters (including non-BB&K model agreements and franchise agreements)
- G. Water law matters (e.g. water rights & quality)
- H. Intergovernmental Relations and Advocacy efforts (e.g. legislative

and regulatory representation) at the federal and state level.

- I. Non-routine election law matters, including election law litigation
- J. Other matters mutually agreed upon between Counsel and the Executive Officer.

1.1.3 Advanced Records Center (ARC) Services

- A. Processing: Support LAFCO in the processing of public records by:
 - (i) Working with LAFCO staff, including technology staff, to identify and collect records that are responsive to public records requests
 - (ii) Using processing and review software to efficiently treat and handle paper and electronic responsive records
 - (iii) Reviewing and redacting records, uncovering complex legal questions, and analyzing records for potential significance
- B. Policy Drafting: Assist LAFCO in updating the following policies to reflect industry standards and best practices:
 - (i) Document retention policy and schedule, specifically the purging of emails and other electronic records
 - (ii) Litigation hold policy, including procedures for when and how to suspend document destruction schedule
 - (iii) Electronic devices policy, including LAFCO issued and personal devices (BYOD) as well as responsible and personal use
 - (iv) Social media policy, including responsible use and document retention
- C. Training: Provide the following training for LAFCO staff and officials:
 - (i) Overview of Public Records Act
 - (ii) Electronic devices
 - (iii) Social media (including guidance and best practices for staff and elected officials)

2.0 **Personnel**

- 2.1 Malathy Subramanian shall serve as legal counsel to LAFCO. Ms. Subramanian shall be responsible for the performance of services hereunder and shall supervise any services performed by other members of Counsel.
- 2.2 Joshua Nelson shall provide backup to Ms. Subramanian regarding the provision of legal services.
- 2.3 In addition, Ms. Subramanian shall make available to LAFCO other Counsel attorneys having the requisite experience on LAFCO matters, and shall make

available other Counsel attorneys services specifically requested by LAFCO or its staff.

3.0 **Compensation**

3.1 General Counsel Services:

LAFCO shall compensate Counsel on an hourly basis for General Counsel Services rendered as follows:

\$310.00 per hour for all attorneys
\$168.00 per hour for paralegals and clerks

3.2 LAFCO shall compensate Counsel on an hourly basis for Special Counsel Services rendered as follows:

\$341.00 per hour for all attorneys
\$179.00 per hour for paralegals and clerks

3.3 LAFCO shall compensate Counsel on an hourly basis for ARC Services rendered as follows:

\$231.00 per hour for attorneys, paralegals, analysts and clerks

3.4 Counsel's hourly rates shall automatically increase effective for services provided by Counsel on and after July 1 of every calendar year (commencing July 1, 2023) in an amount equal to the increase in the Consumer Price Index (CPI) for the most recent published twelve (12) month period, as shown by the U.S. Department of Labor in its All Urban Consumers Index for San Francisco-Oakland-Hayward area; provided that the CPI adjustment shall be rounded up to the near full dollars.

3.5 Reimbursement of costs advanced by Counsel on LAFCO's behalf, as well as other expenses, shall be billed in addition to the amount billed for fees. These include automobile mileage at the current IRS approved rate per mile, actual expenses away from Counsel's office on LAFCO's business, and extraordinary photocopy charges. All costs will be itemized on LAFCO's monthly statement and supporting documents of the direct costs will be provided to LAFCO for payment.

3.6 Counsel shall submit monthly to LAFCO a statement of account for services which clearly sets forth by date the type of work for which the billing is submitted. LAFCO shall review Counsel's monthly statements and pay Counsel for services rendered and costs incurred, as provided for in this Agreement, on a monthly basis.

4.0 **Insurance Coverage**

Counsel carries errors and omissions insurance with Lloyd's of London. After a standard deductible amount, this insurance provides coverage which exceeds what is required by the State of California. Counsel shall provide LAFCO with a copy of this insurance policy. Counsel agrees to notify LAFCO if this policy is cancelled or non-renewed.

5.0 **Mutual Cooperation**

5.1 Counsel has an extensive public law practice on a regional basis. Counsel represents various public agencies in Solano County. Counsel will not represent LAFCO and one of Counsel's public agency clients interacting with LAFCO unless both LAFCO and the public agency client have consented to such dual representation.

5.2 Counsel understands that clients interested in matters under California Rule of Professional Conduct 3-310 are clients qualifying as "affected agencies" under the Cortese-Knox-Hertzberg Act. Counsel will provide the Executive Officer notice under Rule 3-310 as clients appear on staff's work in progress matrix or as counsel otherwise becomes aware of their involvement as "affected agencies." The Executive Officer will forward such notices to the Commission prior to Commission workshops, or if no workshop occurs, with notices of hearings. The Executive Officer may acknowledge disclosures and may waive conflicts under Rule 3-310, subject to revocation by the Commission prior to the workshop or hearing.

6.0 **Term of Agreement**

This Agreement will become effective on _____, 2022, and shall continue until terminated. This Agreement may be terminated without cause by either party with thirty (30) days written notice to the other party.

7.0 **Notice of Parties**

All notices permitted or required under this Agreement notices shall be deemed made when personally delivered or when mailed, forty-eight (48) hours after deposit in the U.S. Mail, first class postage prepaid and addressed to the party at its applicable address. Actual notice shall be deemed adequate notice on the date actual notice occurred, regardless of the method of service. All notices permitted or required under this Agreement shall be given to the respective parties at the following address, or at such other address as the respective parties may provide in writing for this purpose:

LAFCO: Local Agency Formation Commission of Solano County
675 Texas Street, Suite 6700
Fairfield, CA 94533
Attention: Executive Officer

Counsel: Best Best & Krieger LLP
2001 N. Main Street, Suite 390

Walnut Creek, CA 94596
Attention: Malathy Subramanian

8.0 **Enforcement**

This Agreement shall be construed and enforced in accordance with the laws of the State of California.

9.0 **Entire Agreement**

This Agreement constitutes the entire written agreement for legal services between LAFCO and Counsel and may be modified only by further written agreement between the parties.

Dated this _____ day of _____, 2022.

LOCAL AGENCY FORMATION COMMISSION OF SOLANO COUNTY

By: _____
Rich Seithel, Executive Officer

BEST BEST & KRIEGER LLP

By: _____
Malathy Subramanian, Partner



BEST BEST & KRIEGER
ATTORNEYS AT LAW

www.BBKlaw.com

Proposal to Provide

General Legal Services

Presented to:

**Local Agency Formation Commission of
Solano County**

April 11, 2022

INDIAN WELLS
IRVINE
LOS ANGELES
ONTARIO
RIVERSIDE
SACRAMENTO
SAN DIEGO
WALNUT CREK
BEND, OR
WASHINGTON, D.C.

Mala Subramanian
2001 North Main Street, Suite 390
Walnut, California 94596
(925) 977-3303
msubramanian@bbklaw.com

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I. FIRM INFORMATION, BACKGROUND, AND QUALIFICATIONS

The Local Agency Formation Commission (LAFCO) of Solano County will be primarily served from our Walnut Creek office. Mala Subramanian will be the primary contact person for the LAFCO. Mala's contact information is as follows:

Mala Subramanian, Partner
2001 North Main Street, Suite 390
Walnut Creek, CA 94596
Telephone: (925) 977-3303
Fax: (925) 977-1870
Email: msubramanian@bbklaw.com

Best Best & Krieger LLP (BB&K) is a limited liability partnership established in 1891. BB&K is best suited to serve as your legal counsel; because we provide hands-on, personalized advice from an single, dedicated attorney while drawing on extensive, firm-wide knowledge for specialized needs. We have the experience of a large firm and provide a unique understanding of public agency law.

Our municipal and public agency talent is unmatched. We are the largest firm in California whose practice is primarily focused on the representation of public entities. We work in the public interest and on many of the most challenging issues our society faces today. Our experience with public agencies, especially those in Northern California, combined with our nationally recognized practice in municipal and environmental law, will allow us to efficiently, intelligently, and meaningfully assist you with complex, multi-disciplinary issues. We provide creative solutions and will successfully guide you through legal complexities and governmental mandates.

BB&K has served as general counsel to the California Association of Local Agency Formation Commissions (CALAFCO) since 1985, San Bernardino County LAFCO since 1985, Orange County LAFCO since 1994, El Dorado County LAFCO since 2004, Merced County LAFCO since 2006, Santa Clara County LAFCO since 2009, Marin LAFCO since 2018, and Santa Cruz LAFCO since 2021. We have performed special counsel work for Los Angeles County LAFCO and Monterey County LAFCO and are currently providing special counsel services for Contra Costa LAFCO.

Our attorneys address every legal specialty of interest to LAFCOs. We boast in-depth knowledge of:

- The function and purpose of LAFCOs
- The Cortese-Knox-Hertzberg Local Government Reorganization Act of 2000 and amendments (CKH Reorganization Act)
- Adopting and defending spheres of influence
- Propositions 13 and 218 in the LAFCO context
- Revenue neutrality
- Island annexations
- Consolidations
- Complex and frequently changing laws pertaining to local government administration,

organization, regulations, transactions, and litigation matters relating to LAFCOs

- Pre-zoning and pre-annexation agreements
- Statutory compliance
- Contracting
- The California Environmental Quality Act (CEQA) and water quality
- Personnel and employment
- Intergovernmental relations
- Real estate
- Real property taxes
- Special taxes and assessments
- Land use, planning, and zoning laws
- Ethical issues such as the Ralph M. Brown Act, Political Reform Act, Public Records Act, and conflicts of interest

Our attorneys regularly write and lecture on topics of interest to public agencies, including the CKH Reorganization Act, the Ralph M. Brown Act, the Public Records Act, labor issues, the Political Reform Act and other conflict of interest issues, CEQA, and developments in public law and water law.

BB&K is an active member of numerous state and national public law organizations and associations, such as CALAFCO, the League of California Cities, the California State Association of Counties, the California Chapter of the American Planning Association, the Association of Environmental Professionals, and the Urban Land Institute. Through our extensive experience providing legal counsel to various LAFCOs throughout California, BB&K attorneys are exceedingly knowledgeable about how LAFCOs operate and well-versed in all aspects of LAFCO law.

Cortese-Knox Hertzberg Local Government Reorganization Act of 2000

BB&K is knowledgeable in all areas of the CKH Reorganization Act and understands the unique role LAFCOs play in local government. We have participated in hundreds of changes of organization on behalf of LAFCOs as well as represented public agency clients before LAFCOs. BB&K has assisted many LAFCOs to develop models for master fiscal analysis of incorporations and annexations of unincorporated county “islands,” advising them on comprehensive fiscal analysis, reviewing questions of election law, and reviewing potential utility tax measures for compliance with Propositions 13, 62, and 218.

In addition to our in-depth project experience with the CKH Reorganization Act, we have a unique perspective on the act based on our contributions to its evolution. BB&K attorneys were involved in the legislative process when revisions were proposed to the Cortese-Knox Act of 1985 and assisted in drafting more recent versions of the Act.

We frequently represent CALAFCO in omnibus cleanup legislation pertinent to the Act. In addition, we have worked periodically on task forces for legislative cleanup and participated on a task force to modify and clarify the revenue neutrality statute and other provisions of the CKH Reorganization Act relating to incorporations. We regularly lead the attorneys' roundtable discussion at CALAFCO conferences.

Furthermore, BB&K attorneys have played key roles in writing, reviewing, and consolidating LAFCO policies concerning:

- Municipal service reviews
- Small island annexations
- Revenue neutrality
- Proposition 218 and annexations
- Special district representative elections
- LAFCO's role as CEQA responsible agency
- Commissioner conflicts of interest and disqualification
- Legal counsel conflicts of interest and interplay of Rule of Professional Conduct 3-310 and Cortese-Knox-Hertzberg law
- Use of public funds for advocacy of LAFCO proposals

Brown Act and Public Records Act

BB&K has extensive experience advising clients on the interpretation and application of the Brown Act. Advice often pertains to:

- Requirements for agenda preparation, posting, and distribution
- Closed session topics and reporting
- Notices and agendas for special and emergency meetings
- Adding agenda items after an agenda is posted
- Conducting meetings by teleconference and AB 361
- Application of the Brown Act to committees of official bodies
- Avoiding violations and penalties

BB&K regularly advises clients on all aspects of California's Public Records Act. We routinely brief our clients on pertinent pending legislation and cases. With the emergence of new technology, we frequently advise clients regarding the use of email, records retention, and the public's right to access electronic information.

BB&K attorneys frequently speak at seminars and workshops regarding updates concerning the Public Records Act and email and technology issues. Our attorneys were involved with the preparation of the League of California Cities' book on the Public Records Act. Moreover, we developed a model electronic records retention policy that CalAware has proposed as a model statewide.

Ethics and Conflicts of Interest

BB&K provides advice to elected and non-elected public officials regarding conflicts of interest laws, including the Political Reform Act, Government Code section 1090 (financial interests in contracts), campaign contribution conflicts under Government Code section 84308, and incompatibility of public offices. BB&K also regularly provides advice and training workshops to boards and staff members regarding conflict of interest laws.

We stay informed of the most recent decisions from the California Fair Political Practices Commission (FPPC), monitor statutory and common law changes to the law, and regularly advise clients of relevant changes. For instance, we recently advised a LAFCO client in the adoption of a comprehensive conflict of interest policy.

Presentations, Reports, and Other Documentation

BB&K attorneys are familiar and comfortable with providing advice and counsel during meetings. Our attorneys are fully acquainted with the Brown Act and other procedural rules of order and recognize that the role and responsibility of legal counsel, among other things, is to render advice about the rules of procedure and decorum at meetings.

Virtually every attorney in our firm is trained in resolution and ordinance drafting and statutory construction. The firm has an extensive electronic library for use in researching, drafting, and interpreting resolutions and ordinances. Some of our specialized work in this realm includes drafting resolutions making determinations regarding changes of organizations and reorganizations (including incorporations and special reorganizations) and preparing ordinances related to water conservation, hillside grading, habitat conservation, growth management, density transfers, and agricultural preserves.

Contracts

Our attorneys are well versed in issues relating to public contracts in the agency formation context in addition to the negotiation and drafting of professional services agreements, including work by consultants of all kinds. We have significant experience writing tax-sharing agreements, joint service agreements, and development and pre-annexation agreements. Many agencies involved in these transactions use templates we have developed for LAFCOs throughout the state. In order to keep legal costs down, we have developed model contracts for virtually every contracting situation faced by our public agency clients; these model contracts allow our clients to operate effectively and with the highest level of legal protection.

Taxes and Assessments

With one of California's most extensive public agency practices; offices throughout the state; and decades of experience addressing the full range of fees, tax, and assessment matters; BB&K attorneys advise cities and special districts on revenue matters associated with the adoption, levy, and defense of taxes, assessments, fees, and charges. We help our agency clients protect, preserve, and enhance their limited public resources and revenues while making sure they meet the requirements of Propositions 13, 62, 218, and 26. Additionally, we assist our clients in:

- Reviewing utility rate and fee studies and assessment engineering reports
- Interpreting and applying tax-sharing agreements
- Preparing notices of public hearings for the adoption of fees, charges, and assessments
- Complying with public hearing and protest procedures that must be followed to consider and adopt rates and charges
- Forming assessment districts
- Establishing new taxes, assessments, fees, and charges and increasing and extending existing ones
- Ensuring compliance with the California Constitution and state laws governing the imposition of taxes, assessments, fees, and charges
- Financing major public infrastructure and public services
- Litigating disputes regarding applicable rules, taxes, fees, and charges

CEQA and Environmental Law

BB&K is a nationally recognized leader in environmental law. We represent numerous water providers and other public agencies and have experienced practitioners in water rights, water quality, compliance with CEQA, endangered species, air quality, hazardous waste, and other environmental issues.

BB&K's highly regarded CEQA and National Environmental Policy Act (NEPA) attorneys are capable of handling the complete environmental review and approval process for large scale public and private development projects; they assist clients through all aspects of the CEQA, NEPA, and land use entitlement process from document preparation to any subsequent litigation. We aim to minimize legal and project costs and risk from the earliest possible stage by representing clients at the pre-project planning and strategy stages. BB&K prepares local CEQA guidelines on behalf of more than 100 public agency clients, including cities, water districts, and special districts.

More specifically, our CEQA and NEPA attorneys regularly review and prepare notices of exemption, initial studies, negative declarations, findings and statements of overriding considerations, addenda, and mitigation monitoring and reporting plans. We are skilled at writing and editing environmental impact reports (EIR) to fully comply with CEQA and NEPA requirements. If a legal challenge should arise, our lawyers are also skilled in the procedural and substantive intricacies of litigating a CEQA or NEPA case, including shortened statutes of limitations,

administrative record requirements, and unique briefing and oral argument strategies. We are also adept at understanding the interplay between CEQA, NEPA, and other environmental statutes, including state and federal Endangered Species Acts and state and federal Clean Water Acts.

Land Use, Planning, and Zoning

BB&K realizes that LAFCOs do not have the same type of land use authority as cities and counties. Furthermore, we understand the processes and entitlements needed to carry a project to completion. BB&K advises clients on a wide variety of zoning, planning, and land use matters, including the development, implementation, and amendment of general and specific plans; zone changes; subdivisions; conditional use permits; variances; design review applications; development agreements; and other planning entitlements.

BB&K attorneys are well versed in the requirements of the California Subdivision Map Act. We routinely help our public clients to ensure their map filings and decisions conform to Subdivision Map Act requirements. In addition, we have an extensive collection of model documents accessible to our municipal subdivision practice, eliminating the costly practice of producing entirely new documents for each subdivision.

We also help clients ensure that their land use determinations comply with the California Mitigation Fee Act (Assembly Bill (AB) 1600) as well as current case law. BB&K attorneys are conversant in growth control tools and smart growth practices. In light of competing interests involved in growth control decisions, we provide clients with practical advice that encompasses more than just the legal aspects of growth control issues.

Real Estate

BB&K maintains a full complement of attorneys specializing in real estate transactions. BB&K's real estate attorneys have extensive experience advising developers, lenders, investors, corporations, and public agencies. Closing complex deals often requires a team approach. When our clients are faced with legal, financial, and regulatory challenges, real estate attorneys at BB&K draw upon the knowledge and experience of seasoned attorneys in numerous practice areas related to real estate, including environmental law, public and private finance, natural resources and water rights, land use and entitlements, municipal law, litigation, bankruptcy, business transactions, and tax planning.

Litigation Experience

BB&K's civil litigation practice encompasses a wide variety of subjects, including major cases involving spheres of influence, incorporations, CEQA, land use challenges, tort liability, water resources and quality, fee and rate challenges (including Proposition 218), the Brown Act, the California Public Records Act, hazardous materials and toxic cleanup, real estate, labor and employment matters, public contracting and bidding disputes, equal protection claims, civil rights claims, and First Amendment issues. The firm's litigation attorneys practice in all federal and state courts at both the trial and appellate level.

Our litigators focus on developing an understanding of issues and procedural requirements necessary to meet clients' goals no matter what the controversy or the stakes. We offer public agency clients a full range of litigation support in areas such as labor and employment, contracts, construction, land use, energy, transportation, foreclosure, and water use.

II. LEGAL TEAM

BB&K proposes **Mala Subramanian** to serve as lead attorney and primary contact to the LAFCO of Solano County. Mala will be supported by **Joshua Nelson** and **Paula de Sousa**. The proposed team’s resumes and qualifications are found below.

A. Mala Subramanian, Partner – Lead Attorney

	Phone:	(925) 977-3303
	Email:	msubramanian@bbklaw.com
	Location:	Walnut Creek
	Education:	University of California, Hastings, J.D.; University of California, San Diego, B.A.
	CA Bar Number:	204185 (1999)

Mala Subramanian represents a diverse set of public agencies throughout Northern California and the Central Valley as a partner in the Municipal Law practice group of BB&K’s Walnut Creek office. Mala serves as city attorney for Albany, Clayton and Lafayette. She also serves as general counsel to El Dorado LAFCO, Marin LAFCO, Merced LAFCO, and Santa Clara LAFCO, and various joint powers authorities. Before their dissolution, she served as general counsel to several redevelopment agencies.

Land Use

Mala guides clients through the various questions and hurdles that arise with development projects, including the Subdivision Map Act, the Housing Accountability Act, and others.

Brown Act, Public Records Act and Conflict of Interest

In addition to regularly representing her clients at public meetings, Mala frequently trains them on the Public Records Act, the Brown Act, conflicts of interest, and AB 1234 ethics compliance. Questions regarding compliance with these laws often arise for public agencies, and the officials and staff members who serve these agencies know they can turn to Mala for timely and responsive guidance. Recognizing that training involves everyone from officials and staff members to seasoned, sophisticated veterans of the dais, Mala strives to ensure that training sessions are creative and interactive.

Transportation

Transportation projects involve many different agencies and legal hurdles. Mala enjoys working on complex projects and collaborating with other BB&K attorneys on finance, CEQA, public contract, and election law issues. For example, she assisted the Contra Costa Transportation Authority in its effort to place a half-cent sales tax on the November 2016 and March 2020 ballot.

Mala has served as president of the Contra Costa County City Attorney Association and president of

the Bay Area City Attorney Association. She was recognized by *The Best Lawyers in America* in its 2020 listing for land use and zoning law. In 2007, she received the *East Bay Times* "Women of Distinction Award." Mala is admitted to practice law in the State of California.

B. Joshua Nelson, Partner

	Phone:	(916) 551-2859
	Email:	joshua.nelson@bbklaw.com
	Location:	Sacramento
	Education:	University of California, Davis School of Law, J.D.; Cornell University, B.S., Industrial and Labor Relations
	CA Bar Number:	260803 (2008)

Josh Nelson is a member of Best Best & Krieger LLP’s Municipal Law practice group and provides city attorney and general counsel services to cities, special districts and joint powers authorities. Representative clients include Santa Cruz LAFCO, the American Valley Community Services District, City of Jackson, Delta Conveyance Design and Construction Authority, North Tahoe Public Utility District and Soquel Creek Water District.

Josh’s general governance work includes an emphasis on conflicts of interest and ethics, especially regarding contracting. He regularly speaks on Government Code section 1090, the Political Reform Act and legal conflicts of interest. He also has significant experience with all manner of joint powers agreements, including forming and advising joint powers authorities and public agencies that act as parties to joint powers agreements or members of a joint powers authority.


He assists clients with solid waste issues, including franchising, landfill operations, leasing, permitting and closure/post-closure compliance, diversion requirements and construction and demolition programs. This includes ensuring local agencies comply with rapidly changing regulatory requirements, including Senate Bill 1383.

Josh further assists public agency clients with proceedings before local agency formation commissions. This includes annexations, detachments, consolidations and other reorganizations.

Other areas of focus include Proposition 218/26 compliance, telecommunications and general utilities issues, which includes advisory and litigation assistance on rate matters and assisting public agencies (both regulators and utilities) with right of way management issues. Josh also regularly represents public and private clients before the California Public Utilities Commission on water, energy and telecommunications matters.

Josh serves as the office managing partner for BB&K’s Sacramento office.

C. Paula de Sousa, Partner

	Phone:	(619) 525-1328
	Email:	paula.desousa@bbklaw.com
	Location:	San Diego
	Education:	University of the Pacific, McGeorge School of Law, J.D.; University of California, Santa Barbara, B.A.
	CA Bar Number:	192038 (1997)

Paula de Sousa serves as general counsel to public agencies; she is particularly experienced and knowledgeable on public contracting matters as well as issues related to LAFCOs in California.

Paula practices in most areas of public agency representation, including the Political Reform Act, Brown Act, California Public Records Act, public works construction and purchasing issues, real property issues, and the Cortese-Knox-Hertzberg Local Government Reorganization Act of 2000. Paula serves as general counsel to public agencies including the LAFCO of San Bernardino County, Metro Wastewater Joint Powers Authority, Padre Dam Municipal Water District, Santa Fe Irrigation District, Sweetwater Authority, Fallbrook Public Utility District, and Valley Center Municipal Water District. She also provides special counsel services to public agencies throughout California.

Paula provides general counsel services to LAFCOs and regularly advises other public agency clients with respect to LAFCO-related issues. She advises CALAFCO as assistant general counsel and assists in drafting legislation on their behalf. She has prepared white papers utilized by LAFCOs and public agencies throughout the state concerning changes in law impacting changes of organization and reorganization. Additionally, Paula is involved with special district industry organizations such as the California Special Districts Association, where she serves on the professional development committee, membership services committee, expert feedback team, and other ad hoc committees as appointed.

D. Availability

Mala and her team are committed to providing the highest quality services to LAFCO in a timely and cost-effective manner. As part of that commitment, they understand the importance of flexibility and responsiveness. Mala and her team maintain strong and healthy practices at this time; however, they are available to begin work on the requested legal services immediately. No known current or future professional commitments exist that will hinder Mala’s ability to serve as lead attorney to LAFCO and attend regular and special meetings.

Mala and her team will always be available by phone, cell phone, or email. The firm is committed to responding to your requests in the most efficient time frame the matter requires. Given the depth of the firm’s resources, in both firm personnel and experience, we are capable of responding to complex requests in an expedited manner. Routine matters can often be responded to immediately, as it is likely that one of our attorneys has already handled a matter of the same or similar nature.

We pride ourselves on our responsiveness to our clients. Due to our proximity to LAFCO through our office and work in Walnut Creek, we will always be available to assist you, even on short notice. The firm also has videoconferencing capabilities in all of its offices, which can be utilized for last minute and emergency meetings and to reduce costs when travel is not necessary.

III. FEES

BB&K recognizes the need to keep legal costs under control. We have a longstanding commitment to the affordable delivery of legal services to municipalities and public agencies. Given the depth and breadth of our experience, we often get the job done in much less time, resulting in lower costs.

A. Hourly Rates

General Counsel Services

For general counsel services, we propose a rate of \$295 per hour for Attorneys and \$160 per hour for Paralegals.

General counsel services include attending meetings; advising on general municipal or administrative law and the CKH Reorganization Act; and reviewing or preparing agendas, staff reports, resolutions, correspondence, administrative policies, and legal opinions.

Special Counsel Services

For special counsel services, we propose a rate of \$325 per hour for Attorneys and \$170 per hour for Paralegals and other non-Attorney staff as approved. Special counsel services include the following:

- Non-routine contract negotiation matters (including non-BB&K model agreements and franchise agreements), including public construction disputes
- Acquisition, disposal, and resolution of real estate, easements, right-of-ways, leases, licenses, and other property transactions
- Land use, development, environmental law (e.g., CEQA, NEPA, endangered species), and Toxic substances matters (e.g. CERCLA, RCRA)
- Fees, taxes, and assessments matters
- Litigation and formal administrative or other adjudicatory hearing matters
- Labor relations, employment and employment benefit matters
- Water law matters (e.g. water rights & quality)
- Tax and ERISA related matters
- Intergovernmental Relations and Advocacy efforts (e.g. legislative and regulatory representation) at the federal and state level.
- Non-routine election law matters, including election law litigation
- Other matters mutually agreed upon between BB&K and LAFCO.

Advanced Records Center Work

Additionally, if requested, BB&K offers a new way to handle excess PRA requests at the low blended rate of \$220 per hour, through its new Advanced Records Center (“ARC”) Team. BB&K combines its legal acumen and experience with cutting-edge technology to provide comprehensive and cost-effective support for non-routine records-related matters. Specifically, at LAFCO’s option, the ARC team will assist LAFCO with non-routine Public Records Act Processing as well as Policy Drafting, if desired.

The above rates shall be increased for the change in the cost of living for the most recently

published twelve (12) month period, as shown by the U.S. Department of Labor in its All Urban Consumers Index for San Francisco-Oakland-Hayward, CA area (bi-monthly) every July 1.

B. Reimbursements

BB&K does not charge for routine word processing, legal assistants, clerical costs, administrative support staff, secretarial costs, and office costs, including telephone and fax charges. Reimbursement of costs advanced by BB&K on behalf of LAFCO as well as other expenses will be billed at actual cost. These currently include, but are not limited to, travel costs (mileage) at the IRS authorized rate; actual expenses for being away from our offices on LAFCO business; postage; legal research; and any cost of printing or reproducing documents, photographs, or other items necessary for legal representation.

Travel time will be billed portal to portal at the proposed rates from the closest BB&K office.

IV. POTENTIAL CONFLICTS OF INTEREST

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

We have determined that we do not represent any entity whose interests may constitute a conflict of interest that would prevent us from providing the services described in the RFP for LAFCO of Solano County.