

OAKLAND OVERSIGHT BOARD

MEMORANDUM

TO: Oakland Oversight Board

FROM: Daniel Rossi, City Attorney's Office

SUBJECT: Legal Representation for Board

DATE: June 4, 2012

As I've mention at several Board meetings, the City Attorney's Office cannot provide legal representation to the Board since there would be a conflict of interest between that role and our Office's role representing the City as successor agency to the Redevelopment Agency. At the request of the Board, I contacted several law firms to solicit proposals to provide independent legal representation to the Board, including firms who have been retained by other oversight boards in Alameda County. I also placed a listing in the League of California Cities city attorney e-mail list.

I have received nine proposals, which are attached. The following firms and attorneys submitted proposals:

1. Atkinson Farasyn
2. DL White Law Group
3. Helene Leckman Leichter
4. Jarvis Fay Doportto & Gibson
5. Law Offices of David J. Larsen
6. Lewis Brisbois Bisgaard & Smith
7. Michael H. Roush
8. Renne Sloan Holtzman Sakai
9. Stein & Lubin

Representatives of the firms have been invited to attend the Board's June 4 meeting to answer questions.

Also – the following firms were contacted by the City Attorney's Office, but declined to submit a proposal either because they have decided not to represent oversight boards or because of concern with possible conflict on City business:

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- Goldfarb & Lipman
 - Meyers Nave
 - Best, Best & Krieger
 - Wendel Rosen

ATKINSON • FARASYN, LLP

ATTORNEYS AT LAW

LEONARD J. SIEGAL
HAROLD S. TOPPEL
STEVEN G. BAIRD
MARC G. HYNES
VALERIE J. ARMENTO

660 WEST DANA STREET
P.O. BOX 279
MOUNTAIN VIEW, CALIFORNIA 94042
TELEPHONE (650) 967-6941
FACSIMILE (650) 967-1395

J.M. ATKINSON (1892-1982)
L.M. FARASYN (1915-1979)

Law Firm of Atkinson-Farasyn, LLP Biographies

The background of members of the firm of Atkinson-Farasyn, LLP is summarized as follows. Additional information can be provided upon request.

Valerie J. Armento was City Attorney for the City of Sunnyvale from 1991 until her retirement in 2006. Since then, she has served as Interim City Attorney for the cities of Napa, Santa Clara, and East Palo Alto, as well as special counsel for the City of San Mateo. She was City Attorney for the City of South San Francisco from 1986 to 1990, Assistant City Attorney for the City of Hayward from 1983 to 1986, and Deputy City Attorney for the City of Fremont from 1979 to 1983. She is a graduate of Cornell University from which she obtained her law degree in 1977 and her master of regional planning degree in 1978. Ms. Armento was a city planner for the City of San Mateo prior to becoming a lawyer. Ms. Armento has extensive experience with all aspects of municipal law, all in the greater San Francisco Bay Area. She has dealt with a wide range of issues in both general law and charter cities, including tidelands issues and airport issues, as well as redevelopment issues.

Steven G. Baird currently serves as Deputy City Attorney for the City of Brisbane. He has served as Deputy City Attorney for the cities of Saratoga, East Palo Alto and the Town of Woodside. A graduate of the University of Santa Clara Law School in 1980 and admitted to the California Bar in the same year, Mr. Baird has been responsible for civil and criminal code enforcement, land use and CEQA litigation, civil rights litigation, defense of police brutality claims, personal injury claims, and general litigation in both state and federal trial and appellate courts. During law school, Mr. Baird served as a law clerk with the Natural Resources Defense Counsel and the Lands Division of the United States Attorney's office in San Francisco.

Marc G. Hynes currently serves as District Counsel for the San Lorenzo Valley Water District, General Counsel for the San Martin County Water District and Special Counsel to the Sunnyvale Personnel Board. He served as City Attorney for the Town of Atherton from 2001 – 2008; as Interim City Attorney for the City of Cupertino from 2008-2009. He has served as City Attorney of Morgan Hill and as General Counsel for the Morgan Hill Redevelopment Agency from 1981 to 1994. He was admitted to the California Bar in 1971, and the Pennsylvania Bar (1973 -currently inactive status). During his 40 years of practice, Mr. Hynes has served as Acting City Attorney for the cities of Atherton, Cupertino, Milpitas, Mountain View, and Sunnyvale; as Special Counsel for the Town of

Law Firm of Atkinson-Farasyn, LLP

Atherton, and the cities of Fremont, Gilroy, Portola Valley and South San Francisco. He was also Counsel for the North Santa Clara County Solid Waste Management Joint Powers Authority and Assistant City Attorney for the Cities of Monte Sereno, Millbrae and Los Altos Hills, as well as General Counsel for the Cooperative Library Association for Systems and Services (C.L.A.S.S.).

Leonard J. Siegal is an attorney who has been engaged in the practice of law since 1975. His practice involves a wide variety of civil cases, including: litigation; probate and trust litigation; collection of debts; business; contracts; real estate leases and contracts; corporations; partnerships; limited liability companies ("LLCs"); family law; landlord-tenant and unlawful detainers. Mr. Siegal is a member of the California Bar (1975).

Harold S. Toppel currently serves as City Attorney for the City of Brisbane and District Counsel for the Saratoga Fire Protection District. He is also District Counsel for the Cupertino Sanitary District. He was the City Attorney of Saratoga (1980 to 1990) and East Palo Alto from 1989 to 1993. He has also served as Deputy Town Attorney for the Town of Woodside and as Special Counsel for the East Palo Alto Redevelopment Agency. Mr. Toppel is a member of the California Bar (1974) and the Michigan Bar (1964 - currently inactive status).

RÉSUMÉ

MARC G. HYNES

EDUCATION:

J.D., Boalt Hall, 1970

A.B., Psychology, University of California, 1967

EXPERIENCE:

1981 -
Present

Private law practice. Partner in the law firm of Atkinson-Farasy, LLP in Mountain View. General Counsel San Martin County Water District. District Counsel San Lorenzo Valley Water District.

City Attorney, Town of Atherton (2000-2009). Interim City Attorney, City of Cupertino (2008-2009). City Attorney, City of Los Altos (2000-2003). General Counsel for Cooperative Library Agency for Systems and Services (C.L.A.S.S.) (1992-2000). Contract City Attorney for the City of Morgan Hill, California (1981-1994). Contract Acting City Attorney for the City of Sunnyvale (1990-1991), Mountain View (1990), Milpitas (1987-1988).

Contract Assistant City Attorney for the City of Monte Sereno (1988-1996). Contract Assistant City Attorney Town of Los Altos Hills (1983-1990); Millbrae (1983-1989).

Special Counsel for the cities of Gilroy, Fremont, Milpitas, Sunnyvale, Mountain View, Portola Valley, South San Francisco. and Campbell at various times between 1981 and 2003.

General Counsel for the North Santa Clara County Waste Management Authority (1983-1984).

1975 - 1981

Deputy; Assistant; Senior Assistant; Acting City Attorney, Sunnyvale, California.

1972 - 1974

Judge Advocate, U.S. Navy Reserve, Fourth Naval District, Philadelphia, Pennsylvania.

1970 - 1972

Legal Officer, X-Division Officer, Seventh Fleet Flagship, U.S.S. Oklahoma City (CLG-5).

BAR

MEMBERSHIPS:

State of California (1971 – sworn in by the Captain of the USS Oklahoma City at sea.)

COMMUNITY SERVICE:

Arbitrator, Superior Court, Santa Clara County. Official POST Trainer (Peace Officers Standards Training). Troop Committee Chair, Troop 33 Boy Scouts of America (2000-2002). Judge pro tem, Santa Clara County Superior and Municipal Courts (1981-1994). Captain, Judge Advocate General Corps, U. S. Navy Reserve (Retired); Captain, Naval Militia, State of California (Retired); Coach, AYSO Soccer, (Retired at my children's request).



DL WHITE LAW GROUP

Douglas L. White
Direct: 916.468.0947
doug@dlwhitelawgroup.com

May 24, 2012

VIA EMAIL (drossi@oaklandcityattorney.org)

Daniel Rossi
Senior Deputy City Attorney
Oakland City Attorney's Office
One Frank Ogawa Plaza, 6th Floor
Oakland, CA 94612

Re: Legal Services Proposal for the Oversight Board for the City of Oakland

Dear Mr. Rossi:

I am writing to express our firm's interest and qualifications to provide legal services to the oversight board to the successor agency to the former redevelopment agency of the City of Oakland (the "Oversight Board"). DL White Law Group is comprised of attorneys whose experience and qualifications exceed those set forth in the published request for qualifications for legal services for the Oversight Board.

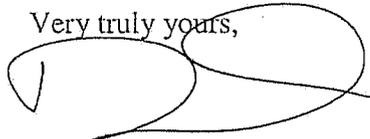
DL White Law Group specializes in municipal, redevelopment, real estate and land use law and associated civil litigation. Over the past two decades, the attorneys at our firm have represented dozens of California cities, redevelopment agencies, special districts and worked for state agencies such as the Fair Political Practices Commission. We are experts in, among other things, the Brown Act, Political Reform Act and the Public Records Act. Our attorneys have also worked on some of the largest and most significant land development projects in California and the United States. Most recently, our legal team helped bring Amazon.com to the City of Patterson, California, where the online retailer will construct a one million square foot distribution hub and create over one thousand local full-time jobs.

In addition to our legal experience, the attorneys at DL White Law Group provide regulatory and governmental affairs services to our clients. Every attorney in our office has served as either legislative staff in the California State Legislature, a lobbyist for cities or professional associations or an elected official. We have long-standing relationships with elected state officials and their staff in the State Capitol and actively monitor regulations and legislation pertaining to redevelopment agencies, oversight boards and their projects.

DL White Law Group possesses the experience, knowledge and skill to provide high quality, thoughtful legal advice to the Oversight Board. The location of our office in Sacramento, California also helps ensure that our firm can stay on top of regulatory and legislative developments pertaining to Oversight Boards and significantly decreases the likelihood that our firm will have a conflict that will interfere with our representation of the Oversight Board.

I have attached further details regarding our qualifications to provide legal services to the Oversight Board, including information on our legal team, client references and our hourly billing rates. Please contact me if you have any questions or need additional information. We look forward to the opportunity to assist the Oversight Board and provide a customized legal solution to meet the needs of the Oversight Board and its members.

Very truly yours,

A handwritten signature in black ink, appearing to read "DL White", written over a large, loopy scribble.

Douglas L. White

Enclosure

Qualifications and Experience

Douglas White

Managing Attorney

Doug@dlwhitelawgroup.com

Douglas White specializes in real estate, land use, political and public law. His clients include counties, cities, redevelopment agencies, special districts, developers, builders, lenders, professional associations, unions and businesses. He has specific expertise in land use entitlements and project approvals, environmental reviews, real estate contracts and commercial transactions, leasing, building and project certifications, project financing, eminent domain, public contracting and regulatory and governmental affairs.

Doug currently serves as Deputy City Attorney for the City of Patterson and is special counsel for a number of other cities. Doug advises public entities and officials on issues pertaining to the Brown Act, Political Reform Act, Public Records Act, public contracting, code enforcement, and other municipal and redevelopment law matters.

Prior to joining DL White Law Group, Douglas served as legal counsel and Vice President of Government Affairs for the California Bankers Association, legal staff for the Fair Political Practices Commission and Chief of Staff, Legislative Director and a consultant to various elected officials, including Congressman Dennis Cardoza and former State Superintendent of Public Instruction Jack O'Connell.

Douglas has been recognized as one of the leading attorneys in the United States on issues related to renewable energy and sustainability and been named by the California Real Estate Journal as one of California's Green Leaders. He has also been named a Rising Star by Super Lawyers Magazine and Associate Member of the Year by the Building Industry Association of Central California.

Significant Projects and Representations

- Amazon.com Distribution Hub in Patterson, California.
 - Riverbank Army Ammunition Plant Reuse in Riverbank, California.
 - Douglas Park project in Long Beach, California.
 - Fountainbleu project in Las Vegas, Nevada.
 - Newhall Ranch project in Los Angeles, California.
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Thomas P. Hallinan
Of Counsel
Tom@dlwhitelawgroup.com

Thomas Hallinan has represented over ten cities and special districts. He currently represents the cities of Oakdale, Riverbank, Newman and Patterson. He has also served as General Counsel to each of those cities former Redevelopment Agencies. As such, he is experienced the Brown Act; Political Reform Act, Public Records Act and all phases of real property development, including public finance.

By virtue of his service as a Community College Trustee, Tom was appointed by the State Chancellor of the California Community College system to the Stanislaus County-Ceres Oversight Board; and the City of Ceres Oversight Board where he serves as Vice-Chair. Having served as both an appointed municipal officer and elected school board, Tom is knowledgeable of and works well with all local governmental agencies. Tom is an elected member of the Board of Trustees for the Yosemite Community College District and a member of the Stanislaus County Assessment Appeals Board. He has also served as Chamber of Commerce Vice-President, President of the 38th District Agricultural Association, City of Modesto Landmark Preservation Commission and been involved in numerous other boards and commissions.

Prior to joining DL White Law Group, Tom worked in the California State Legislature, Judicial Council of California and the Toxic Substances Control Division. He also served as a Captain (JAG Officer) in the California Military Reserve.

Steve Belzer

Of Counsel

Steve@dlwhitelawgroup.com

Steve Belzer specializes in eminent domain and inverse condemnation cases but also represents counties, cities, special districts and land owners in boundary disputes, disputes over easements, real estate purchase and sale issues, and other legal matters relating to real property.

Steve is an expert in eminent domain and inverse condemnation, having handled well over 300 cases for governmental agencies and private property owners. The types of properties involved in his cases range from vacant agricultural parcels to urban land developed with residential, commercial, or industrial uses. He has represented clients who have operated hotel properties, retail commercial businesses, shopping centers, material suppliers and office uses. Steve has tried more than 20 cases to jury verdict and prepared dozens more most having settled just prior to or during trial.

In addition to litigation, Steve counsels clients and advises them in real estate transactions, the land use entitlement process, environmental law issues under the California Environmental Quality Act and the National Environmental Policy Act, and other regulatory processes. He has also frequently been retained as a private mediator to help in the resolution of real property and other legal disputes.

The judges of the Sacramento County Superior Court recognized Steve with great distinction upon completion of almost eight years as their Chief Research Attorney. He became an expert in civil procedure. Since his years working for the Superior Court, he continued to remain connected to the judicial branch by volunteering to conduct settlement conferences and dispute resolution sessions for some of the Superior Courts in and around Sacramento, and early neutral evaluations for the United States District Court for the Eastern District of California.

Elisabeth White

Attorney

Elisabeth@dlwhitelawgroup.com

Elisabeth is an attorney with DL White Law Group focusing on issues related to municipal and special district law, and regulatory and government affairs. Elisabeth advises clients on issues related to conflicts of interests and public records act requests. She also advises clients on, among other things, required governmental filings (e.g., Statement of Economic Interests). She also advises clients on political law issues including committee and campaign reporting.

Prior to joining DL White Law Group Elisabeth was a legislative advocate, where she advanced the interests and priorities of a number of Southern California cities, corporations and special interest associations before the State Legislature.

Nubia Goldstein

Attorney

Nubia@dlwhitelawgroup.com

Nubia Goldstein is an attorney specialized in real estate, litigation and municipal law. Nubia received her law degree with distinction from the University of the Pacific, McGeorge School of Law with an academic focus in Public Law and Policy. She received her undergraduate degree in Government with a minor in Psychology from California State University, Sacramento.

During law school, Nubia served as President of McGeorge's Public Legal Services Society. She also earned the Witkin Award for Excellence in two courses and was admitted to the Traynor Honor Society. She received the Outstanding Student Service Award for significant service to the Pacific McGeorge community.

Prior to joining DL White Law Group Nubia worked at California Attorney General's Office, Fair Political Practices Commission and the California State Legislature. She also worked in the civil law and motion department of the Sacramento County Superior Court. Nubia is fluent in Spanish.

Judi Sarner

Paralegal

Judi@dlwhitelawgroup.com

Judi Sarner received her Paralegal Certificate from West Valley College in 1983. Judi has an extensive background in litigation and has worked in both the private and public sectors. Prior to joining DL White Law Group she worked as a litigation paralegal for the County of Santa Clara for nineteen years.

Emily Schaefer

Legal Assistant

Emily@dlwhitelawgroup.com

Emily Schaefer is a graduate of California State University at Sacramento. Emily joined DL White Law Group in July of 2011 and is currently pursuing her paralegal certificate. Emily is the lead assistant to the firm's transaction team and works extensively on real estate transactional matters.

Client References

Please feel free to contact the following clients regarding DL White Law Group's legal services:

City of Patterson
Rod Butler, City Manager
1 Plaza
Patterson, CA 95363
209.895.8015
rbutler@ci.patterson.ca.us

City of Newman
Michael Holland, City Manager
1162 Main Street
P.O. Box 787
Newman, CA 95360
209.862.3725
mholland@cityofnewman.com

City of Riverbank
Pam Carder, Former City Manager
6707 Third Street
Riverbank, CA 95367
209.863.8352
pcarder@riverbank.org

Current Hourly Rates

We are mindful of the cost associated with providing high quality legal services, and understand that every client wishes to avoid unnecessary expense. Accordingly, we utilize junior lawyers, paralegals and legal assistants whenever we believe their use is appropriate. Our fees for services will be based upon the time spent by our personnel and any outside professionals approved by you. The following are the current rates of each attorney and legal professional:

	General Legal Services	Specialized Legal Services (e.g., Litigation, Real Estate / Land Development Matters)
Douglas White	\$150.00	\$250.00
Thomas Hallinan	\$150.00	\$250.00
Steven Belzer	\$350.00	\$450.00
Elisabeth White	\$150.00	\$225.00
Nubia Goldstein	\$150.00	\$200.00
Judi Sarnier	\$100.00	\$125.00
Emily Schaefer	\$50	\$75.00

Helene Leckman Leichter
Attorney at Law
2429 Cowper Street
Palo Alto, California 94301

VIA ELECTRONIC MAIL ONLY

May 29, 2012

Daniel Rossi
Senior Deputy City Attorney
Oakland City Attorney's Office
One Frank Ogawa Plaza, 6th Floor
Oakland, CA 94612

RE: Oversight Board Outside Counsel

Dear Mr. Rossi:

This letter is submitted in response to your request for proposals for outside counsel to advise the Oversight Board of the Successor Agency to the former Redevelopment Agency of the City of Oakland. I am the former City Attorney and Redevelopment Agency Counsel for the City of Santa Clara and City of Morgan Hill, and have extensive experience in redevelopment, including finance, project creation and implementation, and housing.

I currently have a private practice based in Palo Alto, representing only public sector clients. My practice was established last year after I returned from living overseas for a period of time.

I am fully conversant with the requirements of AB 1x 26, and with current developments regarding the role of the oversight boards. In addition to extensive experience with redevelopment matters, I am well versed in the full range of legal activities particular to boards, including the Political Reform Act, the Brown Act, the Public Records Act, parliamentary procedure, and litigation involving redevelopment matters. Finally, should the Board need any training in these matters I have substantial experience in developing and presenting training programs to public officials.

I would be available to service the Board immediately, and would ensure that all legal services are promptly and completely handled. My standard billing rate is \$175.00 per hour, billed in 1/10th of an hour increments. Although I bill for travel expenses according to client internal policy, I do not bill for travel time. In addition, I do not bill for standard copy, facsimile, telephone or other administrative or secretarial time as those are included in my standard rates. The one exception to this is any special, high-volume copy services which are handled out of my office, and which are billed at cost.

I have attached my resume and list of references, and would be happy to discuss representation of the Oversight Board with you.

Thank you for your consideration,

Helene Leckman Leichter

T: 650.464.0694

leichterlegal@gmail.com

HELENE LECKMAN LEICHTER

2429 Cowper Street, Palo Alto, California 94301
leichterlegal@gmail.com; 650-464-0694

PROFILE:

Experienced attorney with diverse and in-depth expertise in numerous legal subjects, including redevelopment, finance, contract negotiation and drafting, employment and labor law, risk management and internal and external training. Substantial experience in law office administration, including staffing, mentoring, budgeting and client relations.

EXPERIENCE:

City Attorney, Redevelopment and Sports Authority General Counsel, City of Santa Clara

April 2007 – December 2009

Assistant City Attorney, City of Santa Clara

July 2005 – April 2007

- Managed eight-person office, including budget, hiring, evaluations, mentoring and other management functions. Work product completed increased 40% per year during tenure;
- Redevelopment Agency counsel for two redevelopment areas; responsible for all legal redevelopment matters, including finance, agency reporting, property oversight, and document preparation (DDAs);
- Substantial experience in contract negotiation, drafting and oversight; office completed review and negotiation of over 1200 contracts per year in diverse subject areas, including procurement (hardware, software); employment; public power utilities (power purchase, capital projects); construction; health provider; franchise agreements.
- Risk management oversight, including evaluation and resolution of tort, contract, workers' compensation, statutory and employment claims, and development of proactive programs to reduce risk;
- Advised councils and commissions during meetings and administrative hearings regarding agendas, Brown Act, conflicts of interest, public access, due process and evidentiary standards;
- Experience in all aspects of land use and environmental matters, including commercial and residential development, zoning and general plan update and interpretation, historical districts and preservation, precise development overlays, recreational facilities, and medical uses;
- Advised on public safety matters, including personnel investigations, public records requirements, communications contracting, *Pitchess* motions, First Amendment (picketing), criminal enforcement, including medical marijuana dispensaries;
- Advised City Clerk's office, including public records and election issues, charter amendment and enactment, Brown Act, campaign finance and conflicts of interest advice, file retention requirements, Public Records Act processing policy, and centralization of service of legal documents;
- Advised streets, water and sewer departments, including review and evaluation of water supply assessments, billing and collection issues, tree maintenance program, contract drafting and oversight;
- Oversaw all litigation management and practice, including criminal, hazardous materials, wrongful-death, writ-of-mandate, restraining orders, torts, public works, animal services issues, and miscellaneous civil matters, including retention and oversight of outside counsel;

- Advised on Finance Department matters, including retirement plans, collections, payroll and fee issues, transit occupancy tax matters; and complete revision of purchasing ordinance;
- Developed and presented training programs for council, commission members, and staff in ethics, contracts, insurance and employee disciplinary matters.

City Attorney/Redevelopment Agency General Counsel, City of Morgan Hill

September 2000 to July 2005

Interim City Attorney/Redevelopment Agency General Counsel, City of Morgan Hill

March - November 1998; June 1999 - August 2000

- Responsible for all legal affairs of city and redevelopment agency;
- Advised regarding land use and environmental matters;
- Represented city in administrative proceedings, including personnel and code enforcement hearings;
- Advised city staff regarding administrative proceedings, including due process and evidentiary standards;
- Represented city in civil and criminal litigation, including landmark Religious Land Use and Institutionalized Prisoners Act case and oversight of complex environmental and permitting case involving as-built golf course on private land;
- Advised council members on conflicts of interest and Brown Act concerns;
- Advised on public safety matters, including personnel, public records, communications contracts, *Pitchess* motions, First Amendment matters;
- Performed risk management functions in conjunction with Finance Director.

Jorgenson, Siegel, McClure & Flegel, Menlo Park, California

February 1997 - August 2000, Of Counsel

Helene L. Leichter, Attorney at Law, Palo Alto, California

February 1995 - January 1997, municipal law, personnel and labor relations

Interim Deputy City Attorney, City of Morgan Hill, California

May 1995 - October 1995

Whitmore, Johnson & Bolanos, Mountain View, California

August 1989 - February 1995: Associate

EDUCATION:

University of Santa Clara, School of Law, J.D. 1989

- Associate Editor, Santa Clara Law Review, 1988-89
- Research Assistant, Professor Dorothy Glancy
- Extern, Judge Spencer Williams, Northern District of California

Stanford University, A.B. History, 1985

- Congressional Intern, Office of Tony Coelho, 1980
- President, Stanford Axe Committee, 1982-83

PUBLICATIONS/SPEAKING ENGAGEMENTS:

- Author, *A Fine Line: Employer Regulation and Public Employee Speech*, published in California Public Employee Relations Journal, June 1996, No. 118;
- Speaker, "Freedom of Speech for Public Employees", Third Annual Public Sector Labor Law Program, April 11, 1997, State Bar of California;
- Co-author, with James Furman, *What the New Workers' Compensation Law Means To Public Employers*, September 1993 Western City Magazine;
- Contributing Author, *Pocket Guide to Conflict of Interest Laws*, Winter 1999, published by League of California Cities;
- Speaker, International Municipal Lawyers Association, Fall 2001, County Counsels Association, Fall 2001, "What RLUIPA Means To Public Agency Attorneys";
- Speaker, American Bar Association, UCLA Land Use and Planning Conference, California County Counsels Association, May 2003, RLUIPA;
- Speaker, League of California Cities, April 2004, "City Council and City Counsel - Attorney/Council Relationships";
- Speaker, IMLA, April 2005, "City Council and City Counsel – Attorney/Council Relationships";
- Co-author, *Counsel and Council*, June 2004, published by the League of California Cities;
- Personnel Chapter Chair, Municipal Law Handbook 2004 Revision Committee;
- Member, 2004 League of California Cities Annual Conference Planning Committee;
- Author, "Personnel Policies for the Internet Age", IMLA Journal, Spring 2007;
- Administrative Services Policy Committee, League of California Cities;
- Member, 2009 League of California Cities review panel for legislative proposal regarding curtailment of tort liability against public agencies.

COMMUNITY ACTIVITIES:

- Legal Advisor, Habitat for Humanity, Menlo Park
 - Board Member, LSJUMB Alumni Board
 - Stanford Alumni Association Mentor
 - Member, State Bar of California and International Municipal Lawyers Association
 - Vice-President and Recorder, IMLA Personnel Section
 - Vice-President, Palo Verde Elementary School PTA
 - Interviewer and Volunteer, Stanford Historical Society
 - Volunteer, Stanford Savoyards
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-

Helene Leckman Leichter
Attorney at Law
2429 Cowper Street
Palo Alto, California 94301
leichterlegal@gmail.com

References

1. Gary M. Baum, former City Attorney, Palo Alto; 408-833-6240.
2. Margaret Sloan, Town Attorney, Town of Portola Valley; 650-324-9300.
3. Bill McClure, City Attorney, City of Menlo Park; 650-324-9300.
4. Harry O'Brien, Coblenz Patch Duffy and Bass; 415-391-4800.
5. Larry MacNeil, VP/CFO San Francisco 49ers; 408-562-4949.
6. Patricia Mahan, Council Member, City of Santa Clara; 408-241-9484.
7. Kevin Moore, Council Member, City of Santa Clara; 408-655-9451.

May 4, 2012

Daniel Rossi
Office of the City Attorney
City of Oakland
One Frank H. Ogawa Plaza, 6th Floor
Oakland, CA 94612

Re: Proposal for General Counsel Services

Dear Mr. Rossi,

The law firm of Jarvis, Fay, Doporto & Gibson, LLP, is pleased to submit this proposal to provide general counsel services to the Oversight Board for the Successor Agency to the Redevelopment Agency for the City of Oakland (Oversight Board).

Located in downtown Oakland, our firm provides cost-effective legal counseling and litigation services to cities and other public entities throughout the greater San Francisco Bay Area and beyond, in most areas of local government law, including city attorney services and general local government law. We have expertise in areas of public law that will be germane to providing general counsel services to the Oversight Board, including the Brown Act, Public Records Act, Political Reform Act, redevelopment law, and laws governing public contracts.

We have already been active in advising public agency clients on the new legal requirements that apply to successor agencies as they prepare for disposition of the assets and properties of their former redevelopment agencies. In addition to our collective experience and expertise, we will rely on the wealth of resources that the League of California Cities is generating to provide assistance and clarity on a statewide basis on AB 1x26-related issues. We will be fully prepared to advise the Oversight Board on its fiduciary responsibilities to holders of enforceable obligations and taxing entities.

Our firm is comprised of nine attorneys, five of whom are partner/owners of the firm, and four of whom are Of Counsel with the firm. All of our attorneys have at least 10 years of relevant experience representing cities and other public agencies. We consider our firm to be a diverse, minority-owned firm with respect to gender and ethnicity, in that our ownership group includes one woman and two Latino-Americans. Please see attached "About Jarvis, Fay, Doporto & Gibson, LLP" for more detailed information about our firm and our attorneys.

Mike Rodriquez and I propose to team up to provide the general counsel services. I am currently Deputy City Attorney for the City of Hercules, and a past City Attorney for the City of Larkspur. In addition to my general municipal law practice, I specialize in public contract law, an area of expertise that will be important in evaluating contractual obligations. Mike has served as City Attorney for the Cities of Soledad and Gonzales for over 20 years and as Agency Counsel to the Soledad and Gonzales Redevelopment Agencies until their recent dissolution in February of 2012. He currently serves as Agency Counsel to both the Soledad and Gonzales

Redevelopment Successor Agencies. His experience includes over 24 years as a city attorney and general counsel to multiple cities and public agencies in California. During his career he has handled almost every issue of municipal concern, including land use, commercial and residential development, conflicts and compliance with various administrative and procedural bodies of law, such as the Brown Act and the California Public Records Act.

I am available to attend the scheduled Monday evening meetings of the Oversight Board with back up from Mike to ensure reliable coverage.

We make every effort to provide our clients with high-quality and cost-effective legal services. We bill our clients for attorney and paralegal services in 5 minute increments. Our public agency billing rates are as follows:

Partners/Of Counsel	\$265
Associates	\$225
Paralegals	\$115

Our rates are subject to reasonable annual adjustments for inflation. However, our rates would not be adjusted for at least one year from our initial engagement. Our rates include all normal administrative and overhead charges, such as secretarial services, word processing, online research, in-house photocopying, faxing, telephone charges and U.S. Mail postage fees. We will request reimbursement only for use of outside vendors, *e.g.*, for overnight delivery or outside copy service, but only for our cost. We do not add any mark up for such costs.

While we do not currently employ alternatives to hourly billing, we are happy to consider reasonable alternative billing methods that would be fair and reasonable.

We are devoted to providing high quality, cost-efficient legal representation to municipalities and other public agencies. We have the experience and expertise to deliver responsive and specialized legal services to the Oversight Board. I can be reached through our main office number at 510-238-1400, and can also be contacted directly via e-mail at cgibson@jarvisfay.com. We look forward to hearing from you.

Sincerely,

JARVIS, FAY, DOPORTO & GIBSON, LLP

Clare M. Gibson

Attachment: About Jarvis, Fay, Doport, & Gibson, LLP

ABOUT JARVIS, FAY, DOPORTO & GIBSON, LLP

Rick Jarvis and Ben Fay formed Jarvis & Fay in January 2004. They were formerly shareholders with Meyers, Nave, Riback, Silver & Wilson, where Rick was the head of the Land Use Litigation Group and Ben practiced with the Land Use Litigation and Revenue and Taxation Groups. Dan Doport joined the firm in September 2004. He was formerly Of Counsel with Morrison & Foerster's Land Use and Environmental Law group. Clare Gibson, a former colleague of Rick and Ben at Meyers Nave, joined the firm in March, 2008, following several years of representing public education agencies at School and College Legal Services. Mike Rodriguez joined the firm as a partner in July, 2011, after nearly 25 years of practicing municipal law at Meyers Nave.

Jarvis, Fay, Doport & Gibson provides cost-effective legal counseling and litigation services to cities and other public agencies in most areas of local government law, including:

City Attorney Services

The firm's attorneys provide general counsel services to various cities in Northern California. Our attorneys have served as City Attorney, Assistant City Attorney and Deputy City Attorney, as both in-house counsel and on a contract basis. We also provide direct assistance and support to the city attorneys of our municipal clients.

Land Use and Environmental Law

The firm's land use and environmental law practice, which includes both transactional and litigation services, extends to all aspects of the land use and development approval process in California, including matters arising under the California Environmental Quality Act (CEQA), the California Planning and Zoning Laws, the Subdivision Map Act, the Mitigation Fee Act, the Permit Streamlining Act, the Development Agreement laws, the California Coastal Act, the Urban Water Management and Planning Laws (SB 221 and SB 610), and the federal Religious Land Use and Institutionalized Persons Act (RLUIPA).

Local Revenues: Taxes, Fees and Assessments

The firm's lawyers have extensive experience litigating and advising clients on local taxes, fees, and assessments, including issues arising under Propositions 13, 26, 62, and 218. We have litigated property tax allocations, business license taxes, transient occupancy taxes, utility user taxes, parcel taxes, development impact fees, user fees, regulatory fees, fees for services, and special assessments.

Public Contracts and Construction Law

The firm's transactional practice includes comprehensive public contract counseling, including bidding, RFQs, RFPs, drafting, negotiation, and document review. The firm also provides a full range of public construction law expertise, including pre-qualification and bid documents, bid protests, subcontractor issues, construction claims and close out issues, litigation and dispute resolution. Our client service includes providing lawyer-drafted bid documents tailored for local agency public works projects.

Employment and Labor Law

The firm also provides advice relating to employment and labor law issues, including review and revision of personnel policies; advice regarding disciplinary and grievance procedures; employees' leave rights and workplace privacy rights; handling complaints of harassment, discrimination and retaliation; the interaction between workers' compensation laws, medical leave laws and disability discrimination laws; and other workplace issues.

Civil Rights and Government Tort Litigation

The firm has expertise in litigating government tort and civil rights claims, including claims for violation of due process, equal protection, and First Amendment rights; regulatory takings claims; and litigation brought under the Government Claims Act and the Americans with Disabilities Act (ADA).

Writs of Mandate and Appeals

Our team, which includes a certified appellate specialist, has extensive experience prosecuting and defending writ petitions in both the trial and appellate courts, as well as in handling traditional appeals, and has litigated or filed amicus briefs in many appellate cases resulting in important published decisions.

General Local Government Law

The firm also advises and represents cities and other public agency clients on other matters involving local government law, including the Brown Act, the Public Records Act, and Elections law (including initiatives and referenda and challenges to ballot measures and ballot materials).

ATTORNEY BIOGRAPHIES

Rick Jarvis is one of California's leading land use, environmental, and municipal litigators, having litigated approximately 100 land use and environmental cases, including California Environmental Quality Act (CEQA) suits, developer takings, and other civil rights claims and fee challenges. Rick has extensive familiarity with a broad range of California land use laws, including CEQA, the Planning and Zoning Law, the Subdivision Map Act, and the Mitigation Fee Act. Rick received his law degree from U.C. Berkeley's Boalt Hall School of Law in 1991. Prior to forming Jarvis, Fay, Doport & Gibson, Rick was a principal with the Meyers Nave law firm, where he was head of the Land Use Litigation Department. Rick was selected by *Law & Politics* for inclusion in its list of "Super Lawyers" in Northern California for 2006, 2007, 2008, 2010 and 2011 which seeks to list the top 5% of lawyers in Northern California through a process of independent evaluation and peer review.

Ben Fay specializes in local government revenues, land use, and complex municipal litigation. He has represented local governments throughout California defending local taxes, fees, and assessments, and he regularly advises cities and special districts on the application of Propositions 13, 26, 62, and 218 to taxes, fees, and assessments. He has also developed a special expertise in property tax allocation. Ben has defended land use decisions against a broad array of constitutional and statutory challenges, including claims under equal protection, due process, interstate commerce, takings, and the California Coastal Act. He has prepared several *amicus curiae* briefs for the League of California Cities in cases concerning local government revenues, and he served on the League's Proposition 26 Implementation Guide Committee. He is a reviewer of the Finance and Economic Development chapter of the California Municipal Law Handbook (2012 edition), and he guest lectures at Hastings College of the Law on local government revenues. Ben graduated from Hastings College of the Law in 1995. Prior to forming the firm, Ben was a principal with the Meyers Nave law firm where he handled constitutional, land use, and tax litigation. Ben was selected by *Law & Politics* for inclusion in its list of "Super Lawyers" in Northern California for 2008, 2009, 2010 and 2011 which seeks to list the top five percent of lawyers in Northern California through a process of independent evaluation and peer review.

Dan Doport practices land use entitlement and permit processing and litigation under various state and federal land use and environmental laws, including CEQA, the state Planning and Zoning Law, the Subdivision Map Act, the Development Agreement laws, the Mitigation Fee Act, and the Urban Water Management and Planning Laws (SB 610 and SB 221). He has guided both public and private clients through numerous land use permitting and regulatory processes to complete residential, commercial, and public projects in jurisdictions throughout Northern California. Dan graduated from Boalt Hall School of Law in 1993. Before he joined Jarvis, Fay, Doport & Gibson, Dan was Of Counsel with Morrison & Foerster.

Clare Gibson has in-depth experience in construction law, contracts, real property transactions, and land use. She has represented a broad range of local government agencies, including municipalities, counties, school districts, community college districts, county offices of education, and joint power agencies, as well as private clients. Clare advises her clients on all phases of public construction, from contract documents to project close-out and dispute resolution. Clare is a former City Attorney for the City of Larkspur, and former Assistant City Attorney for the City of Petaluma. She currently serves as Deputy City Attorney for the City of Hercules, and as General Counsel to the Ross Valley Paramedic Authority. Prior to joining the firm Clare was Associate General Counsel at School and Legal Services of California, where she represented public education agency clients. Prior to that, she practiced municipal law at Meyers Nave in the firm's Public Law and Public Contracting groups. Clare graduated from U.C. Berkeley's Boalt Hall School of Law in 1997.

Michael F. Rodriquez has been a municipal lawyer since 1988, and City Attorney and redevelopment agency counsel for the City of Gonzales and the City of Soledad for almost 20 years. He has also served as counsel for the West Contra Costa Transportation Advisory Committee and as district counsel for the Moss Landing Harbor District. He has twice served as interim City Attorney for the City of Salinas. Mike's general municipal practice includes specialization in the areas of labor and employment law and land use. He has successfully represented several California cities in disciplinary appeals at the administrative level and in court actions. Mike is also a frequent presenter on Brown Act and ethics issues. He previously served on the Legal Advocacy Committee for the League of California Cities (LOCC) and on the editorial board for the LOCC's *California Municipal Law Handbook*. Mike has taught legal writing at U.C. Berkeley's Boalt Hall School of Law. Mike graduated from Boalt Hall in 1986.

J. Patrick Tang is Of Counsel to the firm. Patrick was a Deputy City Attorney for the City of Oakland for nineteen years, where he acquired extensive experience in a wide range of municipal law issues, including cable and waste franchising, telecommunications licensing and regulation, utilities undergrounding, nuisance abatement, code enforcement, public records and open meeting laws, planning and land use, environmental law, and elections law. He served as General Counsel to Oakland's Public Works Agency and counsel to the City's Public Ethics Commission. He prosecuted drug nuisance abatement cases, and developed strict code requirements adopted across the state that closed down poorly regulated gun dealers. He has also served as an administrative hearing officer for the City of San Rafael. Patrick graduated from the U.C. Hastings School of Law in 1990, and graduated Phi Beta Kappa from the University of Tennessee in Knoxville, Tennessee in 1982.

Cliff Campbell is Of Counsel to the firm. He has over 34 years of litigation experience, including eleven years with the Alameda County District Attorney's Office. He formerly was a principal at Meyers Nave where he headed that firm's general litigation practice group. He has tried over 75 jury trials. His practice is devoted to helping cities, special districts, and other public bodies throughout California, both in state and in federal court. Drawing upon his experience as a former prosecutor, Cliff regularly defends cities and their police officers in Civil Rights litigation. Cliff possesses particular expertise in the intricacies of the California

Government Tort Claims Act. In 2000 Cliff wrote the amicus brief on behalf of 136 California cities and the California State Association of Counties in *Haggis v. City of Los Angeles* (2000) 22 Cal. 4th 490. Cliff possesses extensive knowledge of the more arcane aspects of public entity law. He is one of the few attorneys in the state with significant trial experience defending public entities in Brown Act litigation. He has successfully defended his public entity clients against claims involving Title II of the Americans with Disability Act, and involving California's Disabled Persons Law (Civil Code §§ 54-55.2.). He has shut down drug houses and abated public nuisances. Cliff also represents public entities in disputes they have with their insurers. Cliff received his undergraduate degree from the University of California at Berkeley in 1971 and his J.D. degree from Golden Gate University in 1974.

Andrea Saltzman is Of Counsel to the firm. She is a certified appellate specialist (certified by the California State Bar Board of Legal Specialization). She handles appeals, appellate writs, and post-trial motions in all kinds of civil cases throughout California. She also acts as a consultant to attorneys in both appellate and trial courts. Andrea has briefed and argued scores of appeals and writs, encompassing a wide variety of matters. She also has extensive trial experience, again encompassing a wide variety of matters and including jury trials, law and motion practice, and administrative and traditional writs. Although her legal work has been wide-ranging, she has a particular expertise in awards of attorney's fees and in the substantive areas of land use and general municipal law. Andrea graduated from Boalt Hall School of Law in 1972. Prior to becoming Of Counsel with Jarvis, Fay, Doport & Gibson, Andrea was Of Counsel with the Meyers Nave law firm where she handled appeals, writs, litigation and advisory work, primarily for local public agencies. Andrea was selected by Law & Politics for inclusion in its list of "Super Lawyers" in Northern California for 2005, 2006, 2007, 2008, 2009, 2010, and 2011 which seeks to list the top 5% of lawyers in Northern California through a process of independent evaluation and peer review.

Betsy Dietrich is Of Counsel to the firm. She has extensive experience in real estate transactional and other contract matters as well as municipal law issues. Betsy was a Deputy City Attorney for the City and County of San Francisco for ten years, where she practiced on the Real Estate and Finance team. Prior to her tenure in the City Attorney's office, she worked as an associate at the real estate and environmental law firm of Landels, Ripley & Diamond. Her experience includes a broad range of contractual negotiations and drafting, including purchase and sale transactions, all manner of leasing transactions, easement agreements, memoranda of understanding, auction documentation, development agreements, loan documentation, and requests for proposals. Betsy graduated from the UCLA School of Law in 1989 and as an undergraduate from UC Berkeley in 1985.

CLIENT LIST

Former and Current Public Clients of the Firm Include:

- Alameda County
- Alameda County Superior Court
- Ambrose Recreation & Park District
- City of Antioch
- Arcata Fire Protection District
- Town of Atherton
- City of Benicia
- City of Brentwood
- City of Brisbane
- City of Burlingame
- Centerville Community Services District
- Central Contra Costa Sanitary District
- City of Clayton
- Town of Colma
- City of Concord
- Contra Costa County Superior Court
- Copperopolis Fire Protection District
- Cotati-Rohnert Park Unified School District
- Town of Danville
- City of Dublin
- East Contra Costa Fire Protection District
- East Contra Costa Irrigation District
- City of East Palo Alto
- City of Fortuna
- City of Foster City
- City of Fremont
- City of Gonzales
- City of Half Moon Bay
- City of Hayward
- City of Hercules
- City of Irvine
- The Judicial Council of California
- League of California Cities
- Kensington Police Protection & Community Services District
- Klamath-Trinity Joint Unified School District
- Konocti Unified School District
- City of Lafayette
- City of Livermore
- Marin County Superior Court
- City of Martinez
- Mendocino County Superior Court
- City of Menlo Park
- Middletown Unified School District
- City of Millbrae
- City of Milpitas
- City of Modesto
- Town of Moraga
- Moraga-Orinda Fire Protection District
- City of Morgan Hill
- Mt. View Sanitary District
- Moss Landing Harbor District
- City of Napa
- Napa County Superior Court
- County of Nevada
- Nevada County LAFCo
- Oak Grove Union School District
- City of Orinda
- City of Oakley
- Old Adobe Union School District
- City of Orinda
- City of Pacifica
- City of Palo Alto
- Petaluma City Schools
- City of Pinole
- City of Pittsburg
- City of Pleasant Hill
- Pleasant Hill Recreation & Park District
- City of Pleasanton
- Town of Portola Valley
- City of Redding
- City of Redwood City
- City of Rocklin
- Rodeo-Hercules Fire Protection District
- Roseland School District
- Ross Valley Paramedic Authority
- City of San Bruno
- City of San Carlos
- City of San Luis Obispo
- City of San Mateo
- San Mateo County Mosquito Abatement District

- San Mateo Union High School District
- City of San Pablo
- City of San Ramon
- San Ramon Valley Fire Protection District
- City of Santa Barbara
- City of Santa Maria
- Santa Rosa City Schools
- City of Scotts Valley
- Shasta Lake Fire Protection District
- Sierra County Superior Court
- Solano County Superior Court
- City of Soledad
- Sonoma County Junior College District
- Sonoma County Superior Court
- City of South San Francisco
- City of St. Helena
- City of Stockton • City of Susanville
- City of Tehachapi
- Tehama County Mosquito and Vector Control District
- City of Tracy
- City of Turlock
- UC Hastings College of the Law
- City of Ukiah
- Ukiah Valley Sanitation District
- City of Walnut Creek
- City of Watsonville
- West Contra Costa Transit Authority
- Town of Woodside

Former and Current Private Clients of the Firm Include:

- Archstone
- Clover Valley Estates Owners Association
- Clover Valley Partners
- Counterpoint Construction Services
- Diablo Grande Limited Partnership
- Dunsmuir-Hellman Historic Estate
- Esco Marine, Inc.
- FCB Homes
- Gerry N. Kamilos, LLC
- Greenview Development Co.
- High Sierra Hikers Association
- Metro Air Park, LLC
- Nike, Inc.
- Paramedics Plus
- Paramount Homes Management Development
- PCCP Etchelet, LLC
- PCCP Mountain House LLC
- Pulte Homes Corporation
- Ranchwood Homes Corporation
- Raymus Homes
- Rocklin 650 Investors
- Ross Valley Paramedic Authority
- Sanship, Inc.
- SCI Consulting, Inc.
- Sierra Pacific Industries
- Silverwing Development
- SunPower
- Tetra Tech
- The Bowers Group
- The Verner Group

Law Offices of
David J. Larsen

dave@dlarsenlaw.com
website : www.dlarsenlaw.com

May 24, 2012

SENT VIA EMAIL & U. S. MAIL

Daniel Rossi, Esq.
Oakland City Attorney's Office
One Frank Ogawa Plaza, 6th Floor
Oakland, CA 94612

Re: Oversight Board Legal Services

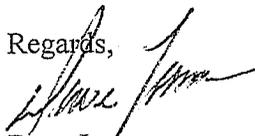
Dear Daniel:

This is my statement of qualifications and proposal. I assume the job may include: (1) advising the board on legal authority and liability for contemplated actions; (2) advising about protection of dissolved agency assets; (3) advising on successor agency staff recommendations; (4) advising on refinancing, completion of projects and disposition of assets; (5) advising on relevant legislation; (6) representing the board in state regulatory proceedings; (7) handling or supervising litigation; and (8) advising the board concerning the conduct of its meetings.

I have a strong background in municipal law, including the Brown Act, Political Reform Act and Public Records Act; public contracts, land use and redevelopment law; and a lot of other aspects. I have had substantial experience with major redevelopment projects including: (i) construction of a new city hall; (ii) creation of a new downtown; and (iii) conversion of a Ford assembly plant into the largest mall in the West. I have also been providing advice and direction concerning post-redevelopment issues.

I propose to be available as needed. I anticipate doing work outside of board meetings and occasional staff meetings remotely. I am computer savvy and can access my office files and law library anywhere. My municipal rate is \$200.00 per hour, but that rate is flexible. References are included on the accompanying resume. If selected, I will do an excellent job. I appreciate the opportunity to apply. Direct Ph: 925.413.3258.

Regards,



Dave Larsen

Centerpoint Building
18 Crow Canyon Court, Ste. 206
San Ramon, CA 94583
Ph : 925/855-1024
Fax : 925 /820-7554

David J. Larsen

18 Crow Canyon Ct., Ste. 206 ▪ San Ramon, CA 94583

Phone: 925.275.1217 ▪ Cell: 925.413.3258 ▪ Email: dave@dlarsenlaw.com

Profile

Accomplished attorney with strong background in municipal and land use law, including extensive experience with negotiations, litigation, arbitration, mediation and administrative hearings and appeals - - - a collaborative & creative problem solver. See www.dlarsenlaw.com.

Education

Stanford University

B.A. in Psychology

Stanford University

Masters in Education

McGeorge Law School

Juris Doctorate

Pre-legal Honors:

Dean's List, English Honors, lettered in Pac-10 (high jumper), θΔΧ

Legal Honors:

Traynor Society, Dean's List, Moot Court Honors.

Professional Experience

Law Offices of David J. Larsen

Principal 2005 – present

- Isleton City Manager / City Attorney 2011 – 4/12
- Isleton City Attorney 2008 – 4/12
- Loomis City Attorney 2000 - 2011
- Hearing officer for the cities of Pleasanton and San Ramon
- Assist public and private clients with municipal, land use and real estate issues
- Handle real estate negotiations, document preparation and resolution of land disputes

Berding & Weil, LLP

Of Counsel 1997 – 2005

(Also *City Attorney of the Town of Loomis*)

- Special counsel for the City of Dixon
- Handled disputes with cities, counties and the State (including the Coastal Commission)
- Handled a variety of HOA issues including member disputes and CC&R interpretations.

In-house City Attorney Positions

City Attorney 1980 - 1997

Assigned a host of duties over time involving virtually all facets of municipal law - - advisor to a variety of departments (planning, redevelopment, police, personnel, public works, etc.), rent review boards, planning commissions and city councils; municipal litigator and problem solver.

-
- Milpitas City Attorney (staff of four) 1994 - 1997
 - Pleasant Hill City Attorney (staff of three) 1988 – 1993
 - Oxnard Assistant City Attorney 1983 – 1988
 - Merced Deputy City Attorney 1980 – 1983.

Special Emphasis

- Successfully negotiated excellent settlement for Milpitas in Orange County Bankruptcy
- Involved in major redevelopment projects including conversion of a Ford Plant to a mall
- Handled nearly fifty lawsuits including jury trials and appeals; law and motion matters
- Successfully lobbied to modify law dealing with Geological Hazard Abatement Districts
- Drafted two amicus curiae land use briefs on behalf of more than 100 cities
- Served on Legal Advocacy Committee and Legislative Committee of City Attorney Dept.
- Drafted *Development Agreement Manual* for Institute of Local Self-Government
- Presented a League Paper on *Substantive Due Process in the Land Use Context*
- Participated in League Panel on *Racial and Sexual Bias in the Workplace*

Representative Clients

Representative clients include Blackhawk HOA, Marriot, Habitat for Humanity, Delco Builders, DiDonato, Corrie and DG&H development companies, and the cities of Alameda, Danville, Dixon, Pleasanton, San Mateo and San Ramon in addition to Milpitas, Pleasant Hill, Oxnard, Merced, Isleton and Loomis (see above).

Community Involvement

San Ramon Rotary (past-president), Paul Harris Fellow, Museum of the SRV, Leadership SR, SRV Education Foundation - - initiated school district effort to better address special ed. needs.

References

Elizabeth Samano Isleton City Council	916.777.7772
Bruce Pope Former Isleton City Manager Former Director of California Community Redevelopment Association	530.318.3518
Michael Martello Former Mountain View City Attorney Former Concord City Attorney City Attorney Ethics Guru	949.429.2676
Gene Resler Former Mayor of Isleton Former Isleton Councilmember	707.486.7642
Miguel Ucovich Former Mayor of Loomis Current Loomis Councilmember	916-652-0956
Steve Weil Berding & Weil, LLC Alamo, CA.	925-838-2090

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RENÉ I. GAMBOA
DIRECT DIAL: 414.438.6621
E-MAIL: GAMBOA@LBBSSLAW.COM

May 25, 2012

Daniel Rossi
Senior Deputy City Attorney
Oakland City Attorney's Office
One Frank Ogawa Plaza, 6th floor
Oakland CA 94612

Re: Oversight Board Legal Services

Dear Mr. Rossi:

This letter briefly outlines the qualifications of Lewis Brisbois Bisgaard & Smith LLP ("Lewis Brisbois") to provide Oversight Board Legal Services to the City of Oakland. Please see my resume enclosed, as well as the resumes of my partners, Elizabeth Martyn, Karen Feld and Alexis Crump. We have experience in the enumerated legal areas from our service as redevelopment agency, successor agency and oversight board counsel to various clients, including but not limited to the cities of Cudahy and San Bernardino.

Additionally, we have served as city attorneys and bond counsel for numerous entities within the State. For example, presently, Elizabeth Martyn serves on several advisory groups regarding ABx126 and on-going legislation, and has given several presentations on the current state of the law.

From our twenty years of experience as redevelopment agency counsel and bond counsel, we have a clear understanding of redevelopment agency budgets and expenses, bond debt service payments and on-going trustee service fees, pass-through payments, development agreements, as well as the stages of projects in development. Due to this experience, we have been able to provide a unique perspective in the representation of our successor agency and oversight board clients.

Other than the Los Angeles County Sanitation District (the "District"), our firm does not have a current contract with any of the agencies that appointed the Oversight Board members or the other taxing entities which they represent. In connection with the District, none of the attorneys listed on this Response have represented the District in any capacity. As such, if hired by the Industry Oversight Board ("OB"), we would request waivers from the District and the OB, and as necessary, create an ethical wall between the attorneys working with the OB and those working with the District.

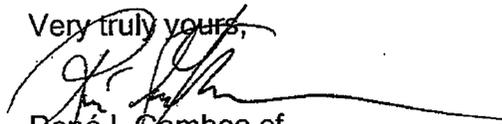
Daniel Rossi
Senior Deputy City Attorney
May 25, 2012
Page 2

Our references are:

1. Emil Marzullo, Interim Executive Director, City of San Bernardino as Successor Agency to the Redevelopment Agency of the City of San Bernardino
2. Frank Gurule, Vice Mayor of the City of Cudahy and Chairman of the Cudahy Oversight Board
3. David M. Silva, Mayor of the City of Cudahy and Chairman of the City of Cudahy as Successor Agency to the Cudahy Community Development Commission

Our billing rate for such services is \$225/hr. You may wish to look at the firm website, www.lbbslaw.com, as well. You can reach me at 415.438.6621 (direct line) or 925.785.9459 (cell) with questions.

Very truly yours,



René I. Gamboa of
LEWIS BRISBOIS BISGAARD & SMITH LLP

LEWIS BRISBOIS BISGAARD & SMITH LLP



RENE I. GAMBOA

gamboa@lbbslaw.com

415.438.6621

San Francisco

AREAS OF PRACTICE

Rene Gamboa is the nationwide Chair of the Sustainable Development and Green Technology Group. His practice focuses on real estate law, sustainable development and environmental law. He is a former California licensed real estate broker and has experience handling both transactional and litigation real estate matters. Mr. Gamboa has been accredited by the U.S. Green Building Council (USGBC) as a Leadership in Energy and Environmental Design (LEED) Accredited Professional, and is actively involved in sustainable development and renewable energy matters. Having extensive experience as a real estate broker and as General Counsel of two Internet companies, Mr. Gamboa understands the business objectives of his clients and brings that experience to his transactional practice.

LEGAL EXPERIENCE

During his career, Mr. Gamboa has provided real estate transactional counseling to clients and has drafted and negotiated purchase and sales agreements, commercial leases, subleases, joint venture agreements, partnership agreements, and other real estate related documents. Additionally, Mr. Gamboa has experience in representing redevelopment agencies in structuring financing for real estate projects, and he has drafted and negotiated transactional documents on their behalf, including disposition and development agreements, purchase agreements, licenses, leases and right of

way agreements, among others. Mr. Gamboa has also provided board counseling services in a variety of municipal finance transactions involving real estate. And, he has counseled developers in disputes with homeowners associations regarding CC+Rs.

Mr. Gamboa has also counseled multi-national clients on Engineering, Procurement and Construction contracts related to energy projects involving high-voltage transmission stations, and on land use issues regarding the siting of transmission stations. And, he has counseled clients on matters relating to the issuance of a Certificate of Public Convenience and Necessity by the California Public Utilities Commission.

While holding the position of General Counsel and Director of Legal Affairs at two separate Internet companies, Mr. Gamboa drafted and negotiated licensing agreements, strategic alliance and partnership agreements, and content and web-linking agreements. He has extensive litigation and trial experience and has litigated and tried real estate related matters including landlord tenant disputes, partition actions, commercial lease disputes, wrongful evictions, and environmental matters.

Mr. Gamboa has also defended real estate brokers, mortgage brokers, appraisers and other real estate professionals as well as insurance brokers in state court.

LEWIS BRISBOIS BISGAARD & SMITH LLP

and he has defended securities brokers before self-regulatory organizations, including the NASD. He has handled and litigated to verdict insurance coverage and bad faith cases in state and federal court. And, he has also counseled clients on corporate transactional and governmental relations matters.

ASSOCIATIONS

- Accredited by the U.S. Green Building Council (USGBC) as a Leadership in Energy and Environmental Design (LEED) Accredited Professional.
- Member USGBC Northern California Chapter.
- Member San Francisco Planning & Urban Research Association (SPUR) Sustainable Development Committee.
- Licensed by the California Department of Real Estate as a broker from 1992 to 2004.
- Former member, Land Use Committee and the Public Policy Committee of the San Francisco Chamber of Commerce.
- Former instructor for the San Francisco Apartment Association, a landlord-based organization.
- Former member of the Board of Directors and Vice President of the Property Claims Association of the Pacific.
- Former secretary of the Board of Directors of the Claims Conference of Northern California.
- Member of the State Bar of California's Real Property Law and Business Law Sections.

AWARDS & PUBLICATIONS

- Recognized by his peers and has been named by the publishers of San Francisco magazine as a Northern California Super Lawyer, a designation given to the top 5% of attorneys in Northern California.
- Provided in-house training and lectures on real estate related topics to groups such as the San Francisco Apartment Association. He has also provided training to insurance carriers and insurance industry groups, and he has prepared articles for presentation at American Bar Association events.

ADMISSIONS

Mr. Gamboa is admitted to practice in the Northern, Southern, Eastern, and Central United States District Courts in California, as well as before the United States District Court in Arizona.

LANGUAGES

Mr. Gamboa is fluent in Spanish.

EDUCATION

- University of San Francisco School of Law, Juris Doctor 1988
 - American Jurisprudence Award, Legal Theory
 - Member, Real Estate Law Association
- University of San Francisco, Bachelor of Arts, 1985



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



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



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

- Operation Safehouse, Inc., Board of Directors
- 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

LEWIS BRISBOIS BISGAARD & SMITH LLP

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)
- 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

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)

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

Michael H. Roush
5571 Corte Sierra
Pleasanton, CA 94566
925-462-7525
925-876-7525 (cell)
mhrlegal@comcast.net

RESUME

A. Qualifications.

I serve as legal counsel for the City of Fremont Oversight Board. Until October 2009 when I retired, I was for 21 years the full time City Attorney of the City of Pleasanton. Prior to that, I was the Assistant City Attorney for the City of Vallejo for 11 years. Since retirement, I have provided limited legal services for Pleasanton on special projects and litigation and work part time for the City of Stockton as an Assistant City Attorney. With more than 35 years of working exclusively for public agencies, I have significant experience in all areas of public sector law. This resume will focus on those areas of my experience that are most relevant concerning legal services for the Oversight Board.

B. Identifying and Resolving Potential Conflicts Between Public Agency Representatives.

There is certainly the strong possibility of disagreements or conflicts between members of the Oversight Board concerning the direction it will provide to the Successor Agency as to winding down the former Redevelopment Agency. Should that occur, it will be extremely helpful to have legal counsel who is accustomed to public meetings where disagreements can and do occur and who can think creatively and provide sound legal advice in such an atmosphere. I have such a background.

During my tenure as City Attorney, frequently there were conflicts between council members concerning important policy issues facing the community. Although the overarching issues were often more political than legal, the council would often look to me for assistance to bridge those policy conflicts. For example, when the City proposed to build a municipal golf course in an area that could only be served by traffic utilizing roads that previously had not been heavily traveled, council members held strong and sometimes opposing views about what conditions concerning traffic should be imposed before the golf course could open. Working with the council and other staff members, I was able to craft conditions of approval that provided reasonable assurances to the residents that the City would work with other property owners and developers to mitigate the traffic impacts. This allowed the golf course to open when constructed (important to the community and to meet bond obligations) but likewise demonstrated the Council's commitment to the affected residents that their concerns were not only being heard but also addressed.

In a slightly different context, for nearly 20 years I served as the City's board member on a joint powers authority (the Bay Area Joint Powers Insurance Authority). That JPA consists of 18 different public entities and is a risk sharing pool whereby the JPA (from funding by the member agencies) provides coverage for tort liability damages and costs above each agency's self-retained limit. Accordingly, as a board member I had to make decisions, not always from the perspective of what might be best for Pleasanton but from the perspective of what was best for all members of the JPA. My point is that I have relevant experience in working in an environment where a member may need, from time to time, to put aside solely the interests of the agency that he or she represents and make decisions that affect the greater good, not always an easy task.

C. Relevant Public Law Experience

Much of the Oversight Board's work will be reviewing and providing direction to the Successor Agency on contracts. I routinely draft contracts and review the standard public works and other department contracts to make sure that all contracts meet the requirements of law. If selected as legal counsel, I expect to draft the more difficult resolutions and review and revise, as necessary, the more routine ones.

I work closely with the City Clerk in responding to Public Records Act requests and remind elected and appointed officials of their obligation to observe fastidiously the requirements of the Brown Act and the conflict of interests statutes.

D. Working Relationships/Role of Attorney

My working relationship with Board members, Board staff and members of the public has been one of informality and easy accessibility. As was my practice in Pleasanton, in Stockton it is rare when someone—whether an elected official, city staff or a member of the public—cannot simply stop by, without an appointment, to talk with me about a problem or discuss a situation. When meetings are necessary (and they often are), I maintain a very flexible calendar and go out of my way to accommodate the time demands and deadlines of others. Through the use of email (and by phone), I would be readily accessible by Board members and staff.

I consider myself an instrumental part of an agency's management team, taking an active role in writing or reviewing the difficult, often politically sensitive, staff reports, routinely meeting with interested stakeholders, discussing the item at length with the staff members involved in the item, and being prepared to offer input into the policy discussion when the issue is vetted at the staff level.

Notwithstanding the above, I understand very clearly that the attorney's role is not to make the ultimate policy decision but to implement fully what the governing body decides. During my long tenure as city attorney in Pleasanton, I served councils that over the years held vast differences of opinion concerning community issues. It is

safe to say that it is unlikely I would have continued to be city attorney for 21 years if a city council felt I had overstepped my role as legal advisor.

E. Licenses and Education

Admitted to the State Bar of California, December 1976 (SBN 072456)
J.D., Golden Gate University School of Law, June 1976
B.A., University of California, Berkeley, 1971

F. Professional References

Professional references are available upon request.



RENNE SLOAN HOLTZMAN SAKAI LLP

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San Francisco, CA 94111
Tel: (415) 778-3800
Fax: (415) 778-3838

May 24, 2012

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

VIA EMAIL and U.S. Mail
drossi@oaklandcityattorney.org

Daniel Rossi
Senior Deputy City Attorney
Oakland City Attorney's Office
One Frank Ogawa Plaza, 6th Floor
Oakland, CA 94612

Re: Legal Representation for Oakland Oversight Board

Dear Mr. Rossi:

Renne Sloan Holtzman Sakai LLP, Public Law Group™, is pleased to provide a proposal for legal representation for the Oakland Oversight Board.

The firm is proposing me as 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 is exceptionally well-qualified to provide legal services to the Oversight Board of the City of Oakland. We currently represent two Oversight Boards. Additionally, the experience of representing both a county and city in redevelopment matters, as well as hands-on experience in advising a Successor Agency and Oversight Board in implementation of ABx1 26, provides both a balanced perspective and credibility. We look forward to the opportunity to provide legal services to the Oversight Board for the City of Oakland. Please feel free to contact me if you have any questions.

Sincerely,

David Kahn

Attachment

**Proposal to Provide Legal Services
for the
City of Oakland
Oversight Board**

May 24, 2012

Submitted by



Renne Sloan Holtzman Sakai
Public Law Group™

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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 Oversight Board to the Successor Agency to the Former Redevelopment Agency of the City of Oakland.

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 16 years, overseeing a 200-lawyer public law office and pioneering novel approaches to public law matters. **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, and as City Attorney for Mercer Island, Washington. **Randy Riddle** served as the City Attorney for the City of Richmond and General Counsel to the Richmond Redevelopment Agency, 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** 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 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 Oversight Board for the City of Oakland. 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. We have included, as Attachment A, David's professional resume.

A. Current Oversight Board Clients

David has recently been retained by the Oversight Boards of the City of Healdsburg and the City of Salinas to advise on all aspects of ABx1 26 and 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 Admission

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 and 27, 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. From January 2012 until joining the Firm in 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 obligations and responsibilities of the Oversight Board, as well as its fiduciary responsibilities.
- Providing legal advice and counsel on ABx1 26 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. REFERENCES

City/County	Reference
<p>City of Sunnyvale Sunnyvale City Hall 456 W. Olive Avenue Sunnyvale, CA 94086 (408) 730-7500</p>	<p>Gary Luebbers City Manager (408) 730-7242 gluebbers@ci.sunnyvale.ca.us</p> <p>Grace Leung Finance Director and Oversight Board Member (408) 730-7398 gleung@ci.sunnyvale.ca.us</p>
<p>County of Santa Clara 70 W. Hedding Street San Jose, CA 95110 (408) 615-2220</p>	<p>John Guthrie RDA Consultant (Former Finance Director) Finance Department (408) 299-5200 John.Guthrie@fin.sccgov.org</p>

IV. CONFLICTS STATEMENT

We know of no current or potential conflicts of interest that would prevent us from providing legal services to the Oversight Board to the Successor Agency to the Redevelopment Agency for the City of Oakland.

V. FEE PROPOSAL

The Firm will bill the City of Oakland 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. Mr. Kahn currently is counsel to two 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 labor and employment 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.

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, 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.

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.

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

Attachment A:
Resume of David Kahn



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.

SAN FRANCISCO OFFICE

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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.



- 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)*

STEIN & LUBIN LLP

— ATTORNEYS —

The Transamerica Pyramid
600 Montgomery Street, 14th Floor
San Francisco, CA 94111

Telephone (415) 981-0550

Facsimile (415) 981-4343

www.steinlubin.com

Contacts: Paula S. Crow and
Laurie N. Gustafson

Proposal To Serve as Legal Counsel to the Oversight Board for the Successor Agency to the Former Redevelopment Agency of the City of Oakland, California

May 25, 2012

Oversight Board Proposal
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May 25, 2012

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Introduction

Stein & Lubin LLP is pleased to present this proposal to serve as legal counsel to the Oversight Board for the Successor Agency to the Former Redevelopment Agency of the City of Oakland (the "Oversight Board") to represent and advise the Oversight Board with regard to its duties under AB x1 26, codified, in part, in California Health and Safety Code Sections 34170 et seq. ("AB 26") and any subsequent legislation, and all related matters before the Oversight Board.

Stein & Lubin is a San Francisco-based law firm of 33 attorneys, founded in 1982. Since its founding, Stein & Lubin has developed a notable reputation as one of California's leading mid-sized firms. We offer an extensive complement of transactional real estate, finance, business and litigation services to a broad spectrum of clients (ranging from Fortune 50 multinational corporations to individuals and partnerships). At Stein & Lubin, we stay abreast of new developments in the law; in particular, we have developed an expertise with regard to AB 26 and are currently providing legal services and advice to another large Oversight Board in the state of California.

We thank the Oakland Oversight Board for its consideration of this proposal and welcome the opportunity to discuss it further with you.

Experience and Capabilities of Stein & Lubin

The Real Estate Group at Stein & Lubin provides a wide range of transactional real estate services, including the acquisition and disposition of properties. We also collaborate with the firm's Finance and Workout Group to assist our clients in real estate financing, loan restructuring and workouts. A Firm Overview and summary of our Real Estate and Finance and Workout practices follows on pages 3-6 of this Proposal. Of particular importance to this Proposal, Stein & Lubin has experience in local public sector law (public contracting and bonds), redevelopment law and financing, affordable housing law and AB 26.

Among our clients are virtually every type and form of real property owner and their investment advisors as well as real estate lenders and borrowers. Each client at Stein & Lubin is served by the breadth and depth of our expertise at more economical rates than larger firms charge. We are big enough to handle major complex transactions, but nimble enough to move efficiently and quickly.

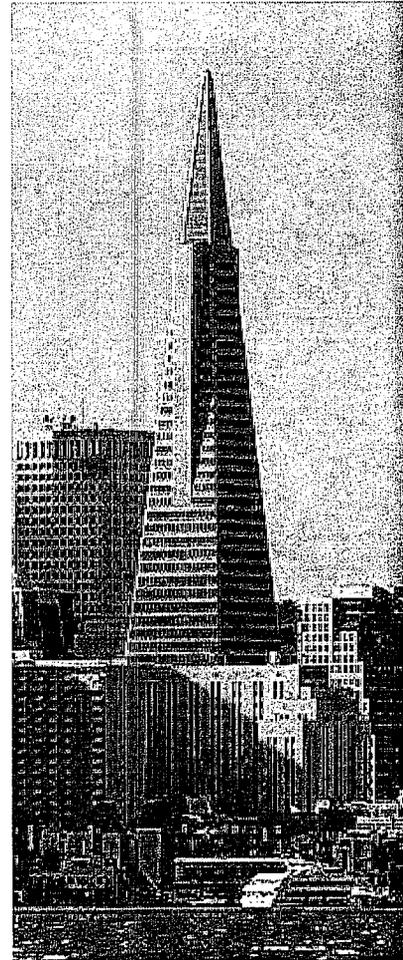
We do not hire lawyers right out of law school. Even our most junior attorneys have had at least three years experience – almost always at a large law firm. As a result, we staff matters efficiently and, consequently, are able to service our clients' needs quickly and most importantly, economically.

We find that working closely with our clients to understand their business needs and strategies enhances the professional relationship. We have received high marks from clients, not only because our work is prompt, cost effective and precise, but also because we are proactive. Matters do not languish on our credenzas; we actively pursue opposing counsel and, where appropriate, our own client representatives, to help move projects to completion. Busy clients with many large real estate transactions find our proactive and diligent approach very supportive. This proactive approach to project completion will serve the Oversight Board well too given the challenging deadlines set by AB 26.

Firm Overview

Since its founding in 1982, Stein & Lubin LLP has developed a reputation as one of California's leading mid-size law firms. We offer an extensive complement of legal services to businesses and individuals facing challenges in real estate, finance and business transactions, litigation and bankruptcy and creditor's rights matters. Our clients range from individuals and small and medium sized companies to Fortune 500 multinational corporations in a broad array of businesses, including real estate investment, finance, development and brokerage, financial services, manufacturing, retail, technology, construction, multimedia, hospitality, food and beverage, advertising and professional services.

At Stein & Lubin, we combine the depth and resourcefulness of a large firm with the agility of a small one. We bring a practical, results-oriented approach to every engagement. Our lawyers carefully consider the legal, financial and business implications of each matter and calibrate our legal strategies to address them. Because so much of our business is relationship driven, we are sensitive to the issues facing our clients in today's ever-changing business landscape. We pride ourselves on the efficiency, responsiveness and unyielding integrity that are the hallmarks of our practice.



Real Estate

Stein & Lubin's Real Estate Practice Group has been one of the cornerstones of the firm since its inception in 1982. The practice is broad-based and comprehensive. We regularly represent parties on every side of significant real estate transactions involving property of all types including office, retail, industrial, life/science, mixed-use, multi-family and residential. Our clients include institutional and entrepreneurial investors and developers, banks, brokerages, retailers, insurers, financial institutions and other local, regional and national companies.

Our practice encompasses four principal areas:

Purchase and Sale Transactions

We negotiate and document purchase and sale agreements, letters of intent, option agreements and financing agreements, assist with property inspections, environmental, title and other due diligence, review and modify leases and subleases, refine brokerage agreements and coordinate closings.

Leasing

We represent both landlords and tenants in all aspects of commercial leasing, including the leasing of office, retail space, shopping centers, life/science, industrial, and manufacturing buildings and mixed-use developments. We also have extensive experience representing clients in ground-lease transactions, both for new developments and existing buildings. We assist our leasing clients by negotiating and preparing work letters, takeover agreements and reciprocal lease agreements and by negotiating and refining brokerage agreements.

Development

We represent local, regional, national and international developers in connection with their development of new projects by assisting them in obtaining entitlements and by negotiating and preparing architect, construction and project management contracts. We also assist our clients in forming, structuring, capitalizing and documenting their ownership entities.

Financing and Workouts

We also collaborate with the firm's Finance and Workout Practice Group to assist our clients in financing their deals through acquisition, construction, mezzanine, bridge and permanent loans. We review and negotiate loan agreements, guaranties, intercreditor agreements and SNDAs and handle all facets of loan restructuring, ranging from forbearance agreements, loan modifications, judicial and non-judicial enforcement proceedings, deed-in-lieu agreements.

Attorneys

- ☐ Elizabeth S. Anderson
- ☐ Patricia A. Ashley
- ☐ Daniel J. Barry
- ☐ Richard B. Caine
- ☐ Paula S. Crow
- ☐ Jonathan A. Funk
- ☐ Gilbert J. Garcia
- ☐ Seagrurn L. Gilbert
- ☐ Wende W. Guastamachio
- ☐ Laurie N. Gustafson
- ☐ Jeffrey Kirchmann
- ☐ Jennifer Leung
- ☐ Cara K. Lowe
- ☐ Mark D. Lubin
- ☐ Paul J. Niewiadomski
- ☐ Charles R. Olson
- ☐ K. Bradley Rogerson
- ☐ Robert S. Stein
- ☐ Leon Y. Tuan
- ☐ Dana M. Waller
- ☐ Jo Ann Woodsum

Finance and Workouts

Stein & Lubin's Finance and Workouts Practice Group is an inter-disciplinary collaboration of lawyers from our real estate, business, litigation and bankruptcy practices. We provide a broad range of services to both lenders and borrowers relating to a variety of asset-based loans, including acquisition, construction, mezzanine, bridge and permanent financings, as well as credit-enhanced bond transactions, loan participations and syndications. We also assist our clients in connection with their efforts to purchase discounted distressed loans and realize the value of collateral.

Our lender clients include banks, finance companies, mortgage funds and private lenders in real estate and commercial finance transactions.

Our borrower clients include real estate developers and investors, as well as corporate clients in a variety of industries.

We also represent clients in a broad spectrum of loan workout matters, ranging from straightforward extension and forbearance agreements to complex loan restructurings or workouts involving recapitalizations and debt subordination. When necessary, we collaborate with our colleagues in the Bankruptcy and Creditors' Rights Group to protect our clients' interests as creditors in the bankruptcy and state and federal courts.

Attorneys

- | | |
|---|---|
| <input type="checkbox"/> Richard B. Caine | <input type="checkbox"/> Manuel A. Martinez |
| <input type="checkbox"/> Eugene K. Chang | <input type="checkbox"/> Dennis D. Miller |
| <input type="checkbox"/> Paula S. Crow | <input type="checkbox"/> Michael P. Muzzy |
| <input type="checkbox"/> Michael F. Donner | <input type="checkbox"/> Paul J. Niewiadomski |
| <input type="checkbox"/> Theodore A. Griffinger | <input type="checkbox"/> K. Bradley Rogerson |
| <input type="checkbox"/> Laurie N. Gustafson | <input type="checkbox"/> Robert S. Stein |
| <input type="checkbox"/> Jennifer Leung | <input type="checkbox"/> Leon Y. Tuan |
| <input type="checkbox"/> Mark D. Lubin | |
-

Stein & Lubin's Expertise in Redevelopment Law and AB 26

Included in this Proposal at pages 9-14 are the resumes of the Stein & Lubin attorneys who have relevant experience in real estate, land use and development, finance, redevelopment law and financing, public contracting, public financing, affordable housing and AB 26 – all of which would benefit the Oversight Board in completing its duties under AB 26.

Laurie Gustafson, Paula Crow and Charles Olson recently co authored an article entitled, "*The Death of Redevelopment; Making Sure the "Estate" Pays all of the Debts of the Deceased,*" due to be published in The View, a quarterly publication of the San Francisco Commercial Real Estate Women (CREW SF). A copy of the article is included at pages 15-16 of this Proposal. The article is meant, not as a scholarly treatise on the subject, but as a short practical overview for those parties who claim to have "enforceable obligations" under AB 26. Preparation of the article drew on our full study and understanding of AB 26 and its implications for all parties involved.

Stein & Lubin has recently been engaged to represent the Emeryville Oversight Board and is now putting its research and analysis of AB 26 to practical use for Emeryville. Both Ms. Crow and Ms. Gustafson are currently advising the Emeryville Oversight Board on all matters pertaining to AB 26.

In addition, prior to joining Stein & Lubin, Ms. Crow was a partner at the law firm of Goldfarb & Lipman. Goldfarb & Lipman was one of the first California law firms to specialize in redevelopment law and financing starting in the early 1970's. While at Goldfarb & Lipman Ms. Crow frequently represented redevelopment agencies in structuring, negotiating and closing disposition and development agreements and owner participation agreements. At Stein & Lubin, Ms. Crow's practice has continued to include some redevelopment work, and both Ms. Crow and Ms. Gustafson have substantial experience in real estate transactions, finance and workouts, all of which are important for the real property and assets dispositions with which the Oversight Board will be tasked.

Oversight Board Proposal

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May 25, 2012

Mr. Olson has experience in public financing (bonds), land use and development. Paul Niewiadomski previously served as Deputy County Counsel for the County of Santa Clara, California and has experience in public contracting and advising public entities on a variety of matters. Both Mr. Olson and Beth Anderson have substantial experience in affordable housing matters, as well as general real estate transactional experience.

In short, the team at Stein & Lubin is very knowledgeable about AB 26, we have the skills and experience that the Oversight Board will need to fulfill its fiduciary duties under AB 26, and we have the capacity to service the Oversight Board in a prompt and timely manner.

Paula S. Crow

Of Counsel



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pcrow@steinlubin.com

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Fax: (415) 981-4343

Paula S. Crow is Of Counsel in Stein & Lubin's Real Estate and Finance and Workouts Practice Groups. She specializes in the areas of real estate acquisition, financing and leasing. She also represents clients in redevelopment and affordable housing transactions, and cross-border transactions.

Prior to joining Stein & Lubin, Ms. Crow was a partner with Goldfarb & Lipman in San Francisco.

Practice Areas

Real Estate
Finance and Workouts

Education

- University of California at Berkeley (A.B., 1977)
- University of California at Berkeley, Boalt Hall (J.D. 1980)

Admissions

Bar Admissions

- California

Laurie N. Gustafson

Of Counsel



E-mail:
lgustafson@steinlubin.com

Tel: (415) 981-0550

Fax: (415) 981-4343

Laurie N. Gustafson is Of Counsel in Stein & Lubin's Real Estate Practice Group. She specializes in commercial real estate, including real property acquisitions and dispositions, leasing, financing and development.

Ms. Gustafson has experience in complex multi-state and international real estate and finance transactions, including office, retail, restaurant, shopping centers, industrial, rural, infrastructure and mixed use projects.

Prior to joining Stein & Lubin, Ms. Gustafson was a partner at Dorsey & Whitney, LLP and practiced with Perkins Coie, LLP in Seattle. Ms. Gustafson is admitted to practice in California, Washington and Alaska.

Practice Areas

Real Estate

Education

- University of California at Berkeley (B.A., Phi Beta Kappa, 1973)
- Southern University, Baton Rouge (M.Ed 1974)
- University of California, Davis (J.D. 1984)

Admissions

Bar Admissions

- California
- Washington
- Alaska

Memberships / Associations

Legal

- CREW SF
 - + Board of Directors (2012-present)
 - + Education Committee (2011-present)
- CREW East Bay
 - + Programs Committee (2009-2010)

Paul J. Niewiadomski

Partner



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Fax: (415) 981-4343

Paul J. Niewiadomski is a Partner in Stein & Lubin's Real Estate, Business and Finance and Workouts Practice Groups. He represents clients in a broad range of real estate and business transactions. His practice encompasses acquisitions, dispositions, financing, leasing, entity formation, development and construction.

Prior to joining Stein & Lubin, Mr. Niewiadomski practiced with Skjerven Morrill MacPherson LLP in its Silicon Valley and San Francisco offices. He was also a Deputy County Counsel with the County of Santa Clara, where he was involved with a number of significant public-private development projects.

Mr. Niewiadomski has served on the boards of several non-profit and civic organizations and is a member of the Urban Land Institute (San Francisco) and NAIOP (Silicon Valley Chapter). He has spoken at a wide range of seminars and conferences on real estate and business issues for the California County Counsels' Association, California Mortgage Association, and other organizations.

Practice Areas

Real Estate
Business
Finance and Workouts

Education

- Western Michigan University (B.B.A., Magna Cum Laude, 1992)
- + Presidential Scholar of Economics
- University of Michigan (J.D. 1995)

Admissions

Bar Admissions

- California
- Alaska

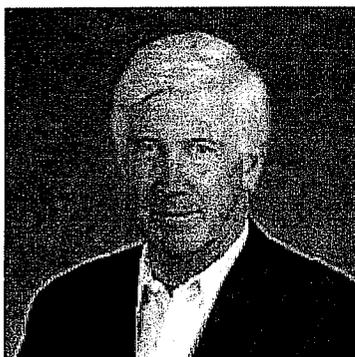
Memberships / Associations

Legal

- California Bar Association
- + Real Property and Taxation Sections
- San Francisco Bar Association
- Santa Clara County Bar Association

Charles R. Olson

Partner



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Charles R. Olson is a Partner in Stein & Lubin's Real Estate and Litigation Practice Groups. He specializes in real estate transactions, land use and land use litigation, and affordable housing.

In the land use and entitlement area, Mr. Olson represents developers, institutions, corporations and other property owners in obtaining entitlements and permits for use of their property. He has represented clients in complex development projects in San Francisco and throughout the Bay Area and Northern California, as well as smaller developers and property owners. Mr. Olson has extensive experience guiding clients through compliance with the California Environment Quality Act (CEQA) and the National Environmental Policy Act (NEPA). He also has extensive experience guiding clients through the full entitlement process, including compliance with general plans, the Subdivision Map Act, and local planning codes and zoning ordinances.

Practice Areas

Real Estate
Litigation

Education

- Harvard University (A.B., Cum Laude, 1974)
- University of California, Hastings College of Law (J.D., Cum Laude, 1987)

Admissions

Bar Admissions

- California

Court Admissions

- U.S. Ninth Circuit Court of Appeals
- U.S. District Court, Northern District of California
- U.S. District Court, Central District of California
- U.S. District Court, Eastern Central District of California
- U.S. District Court, Southern District of California

Memberships / Associations

Legal

- California Bar Association
 - + Real Property and Environmental Law Sections
- American Bar Association
 - + Affordable Housing Forum
- San Francisco Architectural Heritage
 - + Director (December 2011 – Present)
 - + President (June 2007 – December 2011)
- The Crucible
 - + Board of Director (2012 – Present)

Charles R. Olson

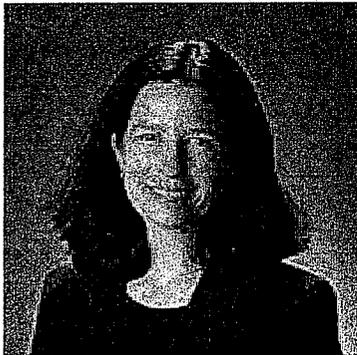
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In the real estate area, Mr. Olson represents property owners, developers and investors in all aspects of real estate, including acquisitions and sales, leasing, financing and construction, and architect and contractor agreements. Mr. Olson also has extensive experience in affordable housing transactions and has counseled clients in the acquisition, financing and development of thousands of affordable housing units. He has substantial experience with the use of tax-exempt bond and low-incoming housing tax credit financing for affordable housing transactions, as well as United States Department of Housing and Urban Development financing.

In the litigation area, Mr. Olson has successfully represented numerous clients throughout California in land use and CEQA cases at both the Superior Court and Court of Appeal levels.

Elizabeth S. Anderson

Associate



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Elizabeth S. Anderson is an Associate in Stein & Lubin's Real Estate Practice Group. She specializes in commercial real estate transactions.

Ms. Anderson has a broad range of experience representing owners and developers in matters pertaining to the acquisition and sale, financing and leasing of commercial properties. She also has experience with affordable housing and condominium projects. Prior to joining Stein & Lubin, Ms. Anderson was an Associate with Cox, Castle & Nicholson LLP in San Francisco.

Practice Areas

Real Estate

Education

- Brown University (B.A.)
- Brown University (M.F.A.)
- University of Virginia (J.D. 2005)

Admissions

Bar Admissions

- California
- Virginia (Inactive)

CREW_{SF}

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VIEW

The Quarterly Newsletter for Commercial Real Estate Women | San Francisco

SPRING INTO ACTION

2nd Quarter 2012

The Death of Redevelopment Making Sure the "Estate" Pays all the Debts of the Deceased

© 2012 Laurie N. Gustafson, Paula S. Crow and Charles R. Olson

As Governor Brown would say, the "funeral" is over. The initial shock has worn off. It's time to move on. If you were doing business with a redevelopment agency (RDA) before it dissolved as a developer, service provider or otherwise, where do you stand now? Below we offer a brief review of what to be aware of to protect your interests. Bottom line – Is your contract with the former RDA an "enforceable obligation" as defined in California Assembly Bill No. 26 (AB 26) which dissolved the RDAs? You'll need to be prepared to make your case that it is, not just once, but at continuing six month intervals for the foreseeable future.

The intent of the California legislature, emphatically expressed in AB 26, is to preserve all assets of each former RDA for use by the local government for core services such as police, fire and schools. According to AB 26, former RDAs collected approximately 12% of all property taxes in California, for a total of \$5 billion in fiscal year 2011-2012. Although AB 26 states that AB 26 should not be construed to interfere with a former RDA's payment obligations, it also states, more than once, that efforts should be made to terminate

or renegotiate agreements to reduce obligations, allowing more funds for core services.

AB 26 establishes layers of checks and balances to achieve the goal of asset preservation. First, a successor agency (SA) must be established for each dissolved RDA. In most cases this role has been undertaken by the jurisdiction that formed the RDA. For example, the City and County of San Francisco is the SA to the former San Francisco RDA. (The City of Los Angeles, which declined the successor agency role, is a notable exception.) The SA's job is to, as expeditiously as possible, wind up the affairs of the former RDA; however, in the process keep paying all "enforceable obligations".

The next level is the local Oversight Board (OB), each comprised of seven members – its job is to check that the SA complies with the law. In San Francisco, the Mayor has appointed four members to the OB. The other three were appointed by BART (the largest special district receiving property tax dollars), the City Superintendent of Schools and the Community College District. The

OB is thus comprised of stakeholders interested in ensuring that former RDA funds are redistributed to taxing entities for non-redevelopment purposes. With the OB's veto power over the SA's decisions, the SA cannot simply act as a continuation, unchecked, of the former RDA.

Finally, at the state level, the Controller and the Department of Finance (DOF) each has the right to check and overturn SA and OB decisions.

The identification of "enforceable obligations" began before the former RDAs were dissolved. Each RDA prepared (continued on page 2)

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a list of "enforceable obligations." Generally speaking, parties with a fully executed, properly adopted contract with a former RDA were likely to be included on the list. After adopting the enforceable obligations list, each former RDA prepared a draft "Recognized Obligation Payment Schedule" (ROPS) listing enforceable obligations and payments due from January 1 – June 30, 2012, for consideration by the SA.

Following dissolution of the RDA, each SA adopted its own ROPS for OB approval. Under AB 26, the OB has a fiduciary duty to both the holders of enforceable obligations and the taxing entities that stand to benefit from the redirected RDA funds. In San Francisco, significant battles between the SA and OB are not likely given that the city and county are the same entity; in contrast, Oakland and San Jose are each just one of multiple jurisdictions within their respective counties, all of which will fight for a portion of the remaining funds.

Finally, after the OB has approved the ROPS, the SA must have, no later than April 15, 2012, submitted the ROPS to the DOF and Controller for approval.

As the dust begins to settle on the dissolution of the RDAs, in many instances, the state level is where the challenges to "enforceable obligations" will occur. If more local tax dollars are available for schools, less burden is on the state to provide those funds. The state has the most to gain if local property tax funds are redirected from former RDA contracts. To perform their audit and oversight functions, the DOF and Controller must have the necessary resources. AB 26 allows the state to use former RDA funds for this purpose. Thus, the state has a motive to vigorously challenge "enforceable obligations" and an expense account to mount the fight. The Governor however, will likely direct that the state select its challenges carefully so that tax increment funds be used only to fight battles with the greatest likelihood of success and reward.

Under AB 26, the ROPS listing and approval process repeats itself every six months until all enforceable obligations are completed. Getting on the initial list does not assure protection from future challenge. AB 26 permits the OB and the SA to terminate or renegotiate enforceable obligations to reduce expenses. Revisiting the approval process every six months facilitates this goal by seemingly making this a continuing iterative process. Legislation is being proposed that would allow an SA to prepare the ROPS each twelve months. Although new legislation may streamline the process, any legislation that would substantially overhaul the process would likely be vetoed by the Governor.

As this unfolds, plenty remains to be seen, and enforceability battles will likely spawn lawsuits when the stakes are high. In San Francisco, perhaps the best chance of staying on the ROPS is to be under the umbrella of a large project that has been deemed an enforceable obligation and will likely remain on

each succeeding ROPS, such as Mission Bay, Hunters Point Shipyard and portions of Bay View Hunters Point and Transbay.

The bottom line is, if you have an unfinished contract with any former RDA, vigilance is key – you need to make sure your contract is on each ROPS going forward.

The content of this article is not intended to provide legal advice or to create an attorney-client relationship with the readers.



About the Authors
Laurie N. Gustafson,
Paula S. Crow and
Charles R. Olson are
real estate attorneys

at Stein & Lubin LLP. Their many years of experience include work in all areas of real estate, from acquisitions and sales, to leasing, financing, construction and redevelopment. Their practice also includes more specialized areas such as affordable housing and land use/CEQA representation and related litigation. Laurie currently serves on the Board of Directors of CREW San Francisco. Paula currently serves as Board Counsel to the Emeryville Oversight Board.

CREW SF CONVERSATIONS:

CREW SF welcomed Jennifer Siebel Newsom on January 11 for a discussion of her film, *Miss Representation*, a documentary about the portrayal of women in media. Here are just two of the many responses to this discussion inspired by the preview of the film. Be sure to check out EVERYTHING EVENTS for a full listing regarding our upcoming screening.

WE'RE MISS REPRESENTED: SO NOW WHAT?

It is a fact that women are objectified and marginalized in the media. It is a fact that women are under-represented in positions of power and influence in America. It is a fact that our society is too slow at moving towards equality for women. These issues have all been true for a very, very long time. Through *Miss Representation*, Newsom illustrates well that women are indeed vastly mis-represented; however, the average person is fully aware that women don't fare well. The film left me boiling, freshly disappointed at the disparity, and overall feeling pretty helpless. I kept thinking: "So now what?"

Newsom should be commended for raising awareness to women's issues, yet the film needed to move beyond stating the obvious and explore a real call to action. The footage of young women discussing their loss of self-esteem, their anxieties, and their frustrations at the world before them, made me curious about the future from their eyes. Hearing testimonies from these young women made it clear that, as a society, we haven't done enough to support them. We haven't come up with realistic strategies for average women and girls to hold on to, find comfort in, and implement as they move through life. I kept thinking what an inspiring film it would have been if it focused on exploring, discovering, and finding solutions.

(continued on page 3)

Proposed Fees for Services, Costs and Expenses

We typically bill on a straight hourly basis. We work efficiently and our billing rates are low compared to other law firms with our depth and breadth of experience. The current hourly billing rates for the attorneys to be assigned to this matter are: Ms. Crow and Ms. Gustafson, both at \$395 per hour. When appropriate, we may also seek the assistance of Ms. Anderson at \$335 per hour and/or our paralegals at \$110 per hour. We do not charge for services rendered by our support staff. Our rates are subject to periodic increases, generally on an annual basis. We will charge the Oversight Board for all time we spend providing all legal services, including, but not limited to, conferences and meetings, legal research, correspondence and legal documents, telephone calls and emails, as well as travel time. We will incur certain costs and expenses in performing legal services for the Oversight Board, and these would also be billed to the Oversight Board; examples include the following: fees for computerized legal research, messenger and other delivery fees, postage, photocopying and other reproduction costs, clerical staff overtime when required to meet Oversight Board deadlines, and other similar items.

Client Reference List

Michael Gulasch
Global Real Estate Leader
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Mountain View, California 94043
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Fax: 650.944.3600
Email: Michael_Gulasch@intuit.com

Ms. Crow and Ms. Gustafson have successfully worked together as a team on real estate matters for Intuit. Ms. Crow has worked with Intuit for 6 years on a variety of real estate matters, including leasing and purchase and sale transactions. Ms. Gustafson has worked with Intuit throughout the past year on leasing matters, property disposition and in the negotiation, documentation and closing on the acquisition of multiple properties.

Frank Middleton
Director and Regional Development Director
Wood Partners
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Mill Valley, California 94941
Telephone: 415.888.2432
Email: fbm@woodpartners.com

Wood Partners is a national multi-family housing developer. Ms. Crow and Ms. Gustafson both do work for Wood Partners on their California projects. Mr. Middleton can speak in particular to our work on a complex Wood Partners project with a challenging deadline in San Diego County in 2010.

Patrick D. O'Keefe
Emeryville City Manager and Staff to the
Emeryville Oversight Board

City Manager

1333 Park Avenue

Emeryville, California 94608

Telephone: 510.596.4371

Email: pokeefe@emeryville.org

Ms. Crow worked with Pat O'Keefe several years ago when he was Director of Redevelopment for the City of El Cerrito. Mr. O'Keefe recently contacted Ms. Crow to have Stein & Lubin represent the Emeryville Oversight Board in connection with its AB 26 duties.

Conflicts of Interest

There exist no actual or potential conflicts of interest between any member of the Oversight Board, the County of Alameda, the City of Oakland, any entity that appointed a member of the Oversight Board, or any affected taxing entities that may receive funding pursuant to AB 26, and any other person or entity represented by Stein & Lubin. Stein & Lubin does not represent any of the above-referenced entities, nor does it represent any private developers under existing contracts with the former Redevelopment Agency of the City of Oakland.

Our Commitment to Equal Opportunity and Diversity

Equal opportunity has been a core value of our firm since its founding. As a result of our long standing commitment to equal opportunity, we have created a truly diverse law firm.

Stein & Lubin's "Diversity Scorecard" topped the highest ranking law firms listed in the *Minority Law Journal's* 2010 diversity survey. Although the survey focused exclusively on the nation's 250 largest law firms (and therefore, Stein & Lubin was not included in it), using the same methodology employed by the *Minority Law Journal*, Stein & Lubin's 2010 Diversity Score stood at 49.81, which exceeded the Diversity Score of all law firms listed in the 2010 survey.

Stein & Lubin's partnership consists of 27.27% ethnic minorities, which exceeds by over 8% the firm ranked highest in the percentage of ethnic minority partners in the 2010 *Minority Law Journal* diversity survey. Stein & Lubin's minority percentage of all attorneys is 22.54%, resulting in its diversity score of 49.81. Stein & Lubin also exceeds the Bar Association of San Francisco's 2010 Goals and Timetables for Minority Hiring and Advancement for minority partners by over 10%.

Although the *Minority Law Journal* does not include gay and lesbian lawyers in its Diversity Scorecard, it does report such data separately as another measure of diversity. Stein & Lubin has 16.10% openly gay and lesbian lawyers. By this measure of diversity, Stein & Lubin again surpassed the firm ranked

highest in the Minority Law Journal's 2010 survey in the percentage of LGBT lawyers by 8%. Stein & Lubin's non attorney staff also is highly diverse, with 47.74% of its staff consisting of ethnic minorities.

Stein & Lubin's overall commitment to equal opportunity and diversity is further reflected in the gender of its attorneys and staff. Women constitute 18.18% of the firm's partners; 32.20% of the firm's attorneys; 56.42% of non-attorney staff; and 42.55% of Stein & Lubin overall.

We reinforce our commitment to equal opportunity and diversity in numerous ways, including the following:

- We adopted and have consistently exceeded the San Francisco Bar Association's Goals and Timetables for Minority Hiring.
- We played a leadership role in the San Francisco Bar Association's "No Glass Ceiling" Task Force and helped implement guidelines to promote the development of women in the law.
- We support our employees with full benefits for domestic partners and their children.
- We maintain an active Diversity Committee that is dedicated to recruiting, retaining and developing employees of diverse backgrounds.
- We have actively participated in the San Francisco Bar Association and other programs aimed at increasing diversity in the legal profession, including the Diversity Pipeline Internship Program (which introduces students from inner-city high schools to the practice of law).