

**OVERSIGHT BOARD TO THE SUCCESSOR AGENCY
OF THE WEST COVINA
REDEVELOPMENT AGENCY**

A G E N D A

West Covina City Council Chambers
1444 West Garvey Avenue, West Covina, CA 91790

Thursday, August 2, 2012
4:00 p.m.

Carrie A. Sutkin, Chairperson
Michael Touhey, Vice Chairperson
Luzmaria Chavez, Board Member
Robert R. Coghlan, Board Member
Mike Gregoryk, Board Member
Gerry Hertzberg, Board Member
Mike Lee, Board Member

AMERICANS WITH DISABILITIES ACT

The Board complies with the Americans with Disabilities Act (ADA). If you will need special assistance at Board Meetings, please call (626) 939-8433 (voice) or (626) 960-4422 (TTY) from 8 to 5 Monday through Thursday, at least 48 hours prior to the meeting to make arrangements.

AGENDA MATERIAL

Agenda material is available for review at the West Covina City Clerk's office, Room 317 in City Hall, 1444 W. Garvey Avenue, West Covina and at www.westcovina.org. Any writings or documents regarding any item on this agenda not exempt from public disclosure, provided to a majority of the Oversight Board that is distributed less than 72 hours before the meeting, will be made available for public inspection in the City Clerk's office, Room 317 of City Hall during normal business hours.

PUBLIC COMMENT

Any member of the public may address the Board on items within the Board's subject matter jurisdiction during Public Comments. The Board may not take action on matters not listed on the posted agenda. If you would like to address the Board, please complete a Speaker Card and submit to the Board Secretary. All comments are limited to three (3) minutes per speaker.

All speakers shall observe decorum and order as specified in the *Rules of Procedure of the Oversight Board to the Successor Agency of the West Covina Redevelopment Agency*.

Thursday, August 2, 2012

4:00 p.m.

I. CALL TO ORDER:

A. Roll Call

- Carrie A. Sutkin, Chairperson
- Michael Touhey, Vice Chairperson
- Luzmaria Chavez, Board Member
- Robert R. Coghlan, Board Member
- Mike Gregoryk, Board Member
- Gerry Hertzberg, Board Member
- Mike Lee, Board Member

B. Pledge of Allegiance

II. CHANGES TO AGENDA:

III. PUBLIC COMMENT:

This is the time set aside for public comments. Please step forward to the podium and state your name and city of residence for the record when recognized by the Chairperson.

IV. CONSENT AGENDA:

All matters listed under CONSENT CALENDAR are considered to be routine and can be acted on by one roll call vote. There will be no separate discussion of these items unless members of the Oversight Board request a specific item to be removed from the Consent Calendar for separate discussion or action.

A. Approval of Minutes (receive and file):

1. Regular Meeting Minutes of April 19, 2012

Recommended Action

To approve all items on the Consent Agenda as recommended

except: _____

V. BUSINESS ITEM(S):

A. Recognized Obligation Payment Schedule and Successor Agency Administrative Budget

Assembly Bill 1X 26 (AB 1X26) requires the preparation of a Schedules of Distribution of Future Tax Revenues also known as the Recognized Obligation Payment Schedules (ROPS) for a six (6) month period. Included within the ROPS is the Successor Agency Administrative Budget for the same six month period. Assembly Bill 1484 (AB 1484) requires the approved ROPS to be submitted to Los Angeles County Auditor Controller, the State Controller and the State Department of Finance by September 1, 2012. The ROPS lists enforceable obligations of the Successor Agency and must be approved by the Oversight Board. The ROPS submitted for Board consideration is for the period of January 1, 2013 through June 30, 2013.

Recommended Action

It is recommended that the Oversight Board review and approve Resolution No. OB-0011, approving the Schedules of Distribution of Future Tax Revenues (also known as the Recognized Obligation Payment Schedules "ROPS") and Administrative Budget for the period January 1, 2013 through June 30, 2013.

B. Change in Oversight Board Meeting Date for September 6, 2012

Due to a scheduling conflict with the City of West Covina Day at the Fair (from 12:00 p.m. to 6:30 p.m.), Successor Agency staff is recommending changing the date of Oversight Board meeting scheduled for September 6, 2012. The meeting can be canceled or changed to another date in which all Oversight Board Members are available.

Recommended Action

It is recommended that the Oversight Board consider changing or cancelling the Oversight Board meeting scheduled for September 6, 2012.

C. Review of RFQ Responses for Legal Services for the West Covina Oversight Board

Recommended Action

It is recommended that the Oversight Board provide direction to negotiate a contract with the selected law firm.

VI. STUDY SESSION

No Items

VII. BOARD MEMBERS' COMMENTS

VIII. CLOSED SESSION

No Items

IX. ADJOURNMENT

Copies of staff reports or other written documentation, if any, relating to each item of business described above are on file in the West Covina City Hall, City Clerk's Office, 1444 West Garvey Avenue, West Covina, CA 91790, and are available for public inspection upon request during regular business hours of 8:00 a.m. to 5:30 p.m., Monday through Thursday.

Should any person have a question concerning any of the above agenda items prior to the meeting described herein, he or she may contact Christopher J. Chung, Community Development Commission, either in person at the Community Development Commission Department at the West Covina City Hall, 1444 West Garvey Avenue, West Covina, CA 91790, or by calling via telephone at (626) 939-8401 during regular business hours.

**OVERSIGHT BOARD TO THE SUCCESSOR AGENCY
OF THE WEST COVINA
REDEVELOPMENT AGENCY**

MINUTES

West Covina City Council Chambers
1444 West Garvey Avenue, West Covina, CA 91790

Special Meeting
Thursday, April 19, 2012
4:00 p.m.

I. CALL TO ORDER:

Meeting was called to order at 4:07 p.m.

A. Roll Call/Introduction

Board Members Present: Efrain Escobedo, Mike Lee, Fernando Oliveros,
Michael Touhey, Ernesto Morales, Mike Gregoryk
(arrived at 4:25 p.m.)

Board Members Absent: Dawn Bastin

Staff: City Manager/Executive Director Andrew Pasmant,
Finance Director Tom Bachman, Successor Agency
Staff Member Chris Chung, Oversight Board
Secretary Sue Rush

Election of Chairperson

Board Member Touhey called for nomination for chairperson.

Board Member Lee nominated Mike Touhey. Board Member Morales nominated
Fernando Oliveros, seconded by Escobedo. Motion carried 4-1. (Lee voted no).

B. Pledge of Allegiance

Board Member Oliveros led the Pledge of Allegiance.

C. Oath of Office

Secretary Rush administered the Oath of Office to Board Members.

D. Introduction of Staff

City Manager/Executive Director Pasmant introduced City staff.

II. CHANGES TO AGENDA:

Motion by Morales, seconded by Lee to confirm the agenda as presented. Motion carried 5-0.

III. PUBLIC COMMENT:

Gretchen K. Newsan, Consultant for the County of Los Angeles, requested to reserve her comment for when the ROPS item is presented.

A.J. Magana, Consultant for the County and people of Los Angeles, requested to reserve his time for any questions brought forth when the ROPS are discussed.

IV. CONSENT AGENDA:

A. Approval of Minutes:

No items.

V. BUSINESS ITEM(S):

A. Election of Chair and Vice Chair

Item introduced by Chairman Oliveros.

- a. Election of Chairperson conducted at beginning of meeting.
- b. Board member Touhey nominated Efrain Escobedo to serve as Vice Chair. Board Member Lee nominated Mike Touhey as Vice Chair, and then withdrew his nomination. With no other nominations, Efrain Escobedo was elected Vice Chair by a vote of 5-0.
- c. Motion by Touhey and seconded by Escobedo to designate Andrew G. Pasmant, Executive Director to be the Designated Official to the Department of Finance. Motion carried 5-0.
- d. Motion by Morales and seconded by Escobedo to adopt the following resolution.

RESOLUTION NOB OB-0001 – A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE WEST COVINA REDEVELOPMENT AGENCY DESIGNATING A CHAIRPERSON,

VICE-CHAIRPERSON AND PUBLIC OFFICIAL FOR DEPARTMENT OF FINANCE CONTACT PURPOSES AS REQUIRED BY HEALTH AND SAFETY CODE SECTION 34179.

The Board engaged in discussion regarding errors and omissions insurance. Arnold Alvarez-Glasman, General Counsel to the Successor Agency of the West Covina Redevelopment Agency addressed the immunity provisions set forth in the statute.

Board Member Mike Gregoryk arrived at 4:25 p.m. Secretary Rush administered the Oath of Office to Board Member Gregoryk.

Motion by Escobedo and seconded by Morales to have Successor Agency Legal Counsel Alvarez-Glasman to contact and discuss with legal representatives from each Board Member's agency the issue of legal representation of the Board as a whole and to report findings to the Executive Director at the next meeting.

Motion carried 6-0.

Item V-A.d continued - Secretary Rush stated a vote has not yet been recorded on the motion and second on the floor for Resolution No. OB-0001.

Motion carried 6-0.

B. Date and Time for Future Meetings

Item introduced by Chairman Oliveros.

Motion by Gregoryk and second by Lee to adopt the following resolution.

Motion carried 6-0

RESOLUTION NO. OB-0002 – A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE WEST COVINA REDEVELOPMENT AGENCY ESTABLISHING THE DATE, TIME AND LOCATION OF OVERSIGHT BOARD MEETINGS

C. Approval of Oversight Board Resolutions adopting Bylaws and Rules of Procedure for the Oversight Board to the Successor Agency of the West Covina Redevelopment Agency.

Item introduced by Chairman Oliveros. Executive Director Pasmant stated that a typographical error correction is to be made as follows:

Resolution OB-0004, Exhibit A, Section 7B, the reference to Article III, should properly read Article I, not III.

Board engaged in discussion as to when the public would address the Board, during one public comment period or at the time each action item is being discussed, and for amount of time a speaker may speak before the Board.

Motion by Gregoryk and second by Oliveros to allow the public to address the board once for both agenda and non-agenda items for a maximum of 5 minutes.

Motion failed 2-4 (Escobedo, Lee, Morales, Touhey voting no).

Following further discussion regarding when during the meeting the public would be allowed to address the Board, and for how long the public will be allowed to speak, Board Member Gregoryk restated his previous motion.

Motion by Gregoryk and second by Touhey to allow the public to address the board for one five-minute period, with the public comment portion being held following "changes to the agenda" on the agenda. Motion carried 4-2 (Escobedo and Morales voting no).

Motion by Touhey and second by Gregoryk to adopt the following resolutions, as amended to change oral communications to a total of 5 minutes per speaker, from 3 minutes.

Motion carried 6-0.

RESOLUTION NO. OB-0003 – A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE WEST COVINA REDEVELOPMENT AGENCY APPROVING BYLAWS AND TAKING CERTAIN ACTIONS IN CONNECTION THEREWITH

RESOLUTION NO. OB-0004 – A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE WEST COVINA REDEVELOPMENT AGENCY APPROVING RULES OF PROCEDURE AND TAKING CERTAIN ACTIONS IN CONNECTION THEREWITH

D. Role and Responsibilities of the Oversight Board

Item introduced by Chairman Oliveros. Successor Agency staff member Chung provided a brief report. Motion by Touhey and second by Gregoryk to receive and file the report.

Motion carried 6-0.

E. Proposed Legislation that could affect Oversight Board and Successor Agency

Successor Agency staff member Chung provided a brief report. Motion by Touhey and second by Escobedo to receive and file the report.

Motion carried 6-0.

F. Recognized Obligation Payment Schedule

Gretchen Newsan, Consultant for the County of Los Angeles, addressed the Board of her opinion on certain line items within the ROPS.

Item introduced by Chairman Oliveros. West Covina Finance Director Bachman provided a staff report and brief overview of each line item on the ROPS for the period of January 2012 through June 2012.

A.J. Magana, Consultant for the City of Los Angeles, commented on several points of the discussion.

Arnold Alvarez-Glasman, City Attorney for the City of West Covina and counsel to the West Covina Successor Agency, addressed items on the ROPS and aspects of the AB1X26 legislation.

It was the concurrence of the Board to receive further information regarding each ROPS item. Motion by Morales and second by Gregoryk for a standard template which provides an executive summary and relevant information regarding every ROPS line item, including dates of agreements, parties involved, resolutions, dollar amounts, and whether parties met their obligations.

Motion carried 6-0

The Board engaged in discussion regarding the first ROPS schedule for the period of January 1, 2012 through June 30, 2012.

Motion by Gregoryk and second by Touhey to adopt Resolution No. OB-0005 approving the ROPS for the period of January 1, 2012 through June 30, 2012. The following audible votes were recorded.

AYES – Gregoryk, Lee, Touhey, NOES – Morales, ABSTAIN – Escobedo, Oliveros

Following discussion that all Oversight Board actions require four affirmative votes, the Board revisited Resolution No. OB-0005.

Motion by Escobedo and second by Gregoryk to adopt the following resolution.

Motion carried 4-1-1 (No-Morales, Abstain-Oliveros)

RESOLUTION NO. OB-0005 – A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY FOR THE WEST COVINA REDEVELOPMENT AGENCY APPROVING A SCHEDULES OF DISTRIBUTION OF FUTURE TAX REVENUES, ALSO KNOW AS THE RECOGNIZED OBLIGATION PAYMENT SCHEDULES (ROPS) PURSUANT TO HEALTH AND SAFETY CODE SECTION 34177 FOR THE SIX-MONTH FISCAL PERIOD COMMENCING JANUARY 1, 2012 AND ENDING JUST 30, 2012, AND TAKING CERTAIN ACTIONS IN CONNECTION THEREWITH

The Board engaged in discussion whether to hold the ROPS schedule for the period of July 1, 2012 through December 31, 2012 over to the May 3 meeting and results of not meeting the May 1 submittal deadline to the Department of Finance.

Motion by Escobedo and second by Morales to not approve Resolution No. OB-0006 and carry to May 3 meeting.

Motion failed by a vote of 3-3.

Motion by Gregoryk and second by Touhey to approve Resolution No. OB-0006 with the ability at the May 3 meeting to amend the ROPS schedule and that a submittal cover letter would state the Board has the right to amend.

Motion carried 5-1 (No-Morales)

RESOLUTION NO. OB-0006 – A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE WEST COVINA REDEVELOPMENT AGENCY APPROVING A SCHEDULES OF DISTRIBUTION OF FUTURE TAX REVENUES, ALSO KNOWN AS THE RECOGNIZED OBLIGATION PAYMENT SCHEDULES (ROPS) PURSUANT TO HEALTH AND SAFETY CODE SECTION 34177 FOR THE SIX-MONTH FISCAL PERIOD COMMENCING JULY 1, 2012 AND ENDING DECEMBER 31, 2012 AND TAKING CERTAIN ACTIONS IN CONNECTION THEREWITH

G. Successor Agency Administrative Budget

Brief staff report presented by West Covina Finance Director Tom Bachman.

Chairman Oliveros left the dais at 8:43 p.m.

Motion by Touhey and second by Gregoryk to adopt the following resolution.

Motion carried 5-0.

RESOLUTION NO. OB-0007 – A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE CITY OF WEST COVINA REDEVELOPMENT AGENCY APPROVING AN ADMINISTRATIVE BUDGET PURSUANT TO HEALTH AND SAFETY CODE SECTION 34177 FOR THE SIX-MONTH FISCAL PERIOD COMMENCING JANUARY 1, 2012 AND ENDING JUNE 30, 2012, AND TAKING CERTAIN ACTIONS IN CONNECTION THEREWITH

Motion by Touhey and second by Gregoryk to adopt the following resolution.

Motion carried 5-0.

RESOLUTION NO. OB-0008 – A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE CITY OF WEST COVINA REDEVELOPMENT AGENCY APPROVING AN ADMINISTRATIVE BUDGET PURSUANT TO HEALTH AND SAFETY CODE SECTION 34177 FOR THE SIX-MONTH FISCAL PERIOD COMMENCING JULY 1, 2012 AND ENDING DECEMBER 31, 2012, AND TAKING CERTAIN ACTIONS IN CONNECTION THEREWITH

Chairman Oliveros returned to the dais at 8:46 p.m.

H. Housing Successor Agency

Brief staff report presented by Successor Agency staff Chris Chung.

Motion by Gregoryk and second by Oliveros to adopt the following resolution.
Motion carried 6-0

RESOLUTION NO. OB-0009 – A RESOLUTION OF THE OVERSIGHT BOARD TO THE WEST COVINA REDEVELOPMENT AGENCY RECOGNIZING THE CITY OF WEST COVINA COMMUNITY DEVELOPMENT COMMISSION (CDC) AS THE SUCCESSOR TO THE HOUSING FUNCTIONS OF THE FORMER WEST COVINA REDEVELOPMENTS AGENCY AND FURTHER RECOGNIZING THE TRANSFER OF HOUSING ASSETS TO THE CDC

VI. STUDY SESSION

No Items

VII. BOARD MEMBERS' COMMENTS

Chairman Oliveros expressed his appreciation and patience with the process.

Board Member Touhey introduced his fellow councilmember Fred Sykes in the audience.

Board Member Escobedo thanks staff for all the information provided and stated he is looking forward to working with his fellow board members and stated the need to resolve the issue regarding legal counsel for the board.

VIII. CLOSED SESSION

No Items

IX. ADJOURNMENT

Motion by Oliveros and second by Escobedo to adjourn the meeting at 9:05 p.m.

Submitted by

Susan Rush
Oversight Board Secretary

**OVERSIGHT BOARD TO THE SUCCESSOR AGENCY
OF THE WEST COVINA REDEVELOPMENT AGENCY**

AGENDA REPORT

Item No. V - A

Date: August 2, 2012

TO: Chairman and Members of the Oversight Board to the Successor Agency
of the West Covina Redevelopment Agency

FROM: Andrew G. Pasmant, City Manager/Executive Director

BY: Thomas Bachman, Finance Director

**SUBJECT: CONSIDERATION OF THE SCHEDULE OF
DISTRIBUTION OF FUTURE TAX REVENUES (ALSO
KNOWN AS RECOGNIZED OBLIGATION PAYMENT
SCHEDULES "ROPS") AND SUCCESSOR AGENCY
ADMINISTRATIVE BUDGET COVERING THE PERIOD OF
JANUARY 1, 2013 THROUGH JUNE 30, 2013.**

RECOMMENDATION:

It is recommended that the Oversight Board review and approve Resolution No. OB-0011 (Attachment No. 1), approving the Schedules of Distribution of Future Tax Revenues (also known as the Recognized Obligation Payment Schedules "ROPS") and the Successor Agency Administrative Budget for the period January 1, 2013 through June 30, 2013.

PURPOSE:

Assembly Bill 1X 26 (AB 1X26) requires the preparation of a Schedules of Distribution of Future Tax Revenues also known as the Recognized Obligation Payment Schedules (ROPS) for a six (6) month period. Included within the ROPS is the Successor Agency Administrative Budget for the same six-month period. The ROPS lists enforceable obligations of the Successor Agency and must be approved by the Oversight Board. Assembly Bill 1484 (AB 1484) requires the approved ROPS to be submitted to Los Angeles County Auditor Controller, the State Controller and the State Department of Finance (DOF) by September 1, 2012.

DISCUSSION:

The CDC Staff will provide an overview of the ROPS, which includes the Successor Agency Administrative Budget of \$242,181 covering the period of January 1, 2013 through June 30,

2013.

Items 14 - 17 are new additions to the ROPS as clarified under AB 1484. Item 14 represents an amount for Project Administration Costs (Attachment No. 2), which includes employee costs cost to implement existing projects/agreements. AB 1484 clarified that employee cost relating to projects are not to be included in the Administrative Cost Allowance and shall be consider project-specific costs. Under Section 34171 (b) of the Health and Safety Code:

“Administrative cost allowance” means an amount that, subject to the approval of the oversight board, is payable from property tax revenues of up to 5 percent of the property tax allocated to the successor agency-on the Recognized Obligation Payment Schedule covering the period January 1, 2012, through June 30, 2012, and up to 3 percent of the property tax allocated to the Redevelopment Obligation Retirement Fund money that is allocated to the successor agency for each fiscal year thereafter; provided, however, that the amount shall not be less than two hundred fifty thousand dollars (\$250,000), unless the oversight board reduces this amount, for any fiscal year or such lesser amount as agreed to by the successor agency. However, the allowance amount shall exclude, and shall not apply to, any administrative costs that can be paid from bond proceeds or from sources other than property tax. Administrative cost allowances shall exclude any litigation expenses related to assets or obligations, settlements and judgments, and the costs of maintaining assets prior to disposition. Employee costs associated with work on specific project implementation activities, including, but not limited to, construction inspection, project management, or actual construction, shall be considered project-specific costs and shall not constitute administrative costs.”

Item 15 represents an amount to hire an accountant to complete a due diligence review to determine the unobligated balances available to transfer to taxing entities as required under AB 1484 (Section 34179.5 (a)). Hiring an accountant to fulfill the requirements under AB 1484 would be allowed as an enforceable obligation under Section 34177.3 (b) of the Health and Safety Code, which states:

“Successor agencies may create enforceable obligations to conduct the work of winding down the redevelopment agency, including hiring staff, acquiring necessary professional administrative services and legal counsel, and procuring insurance.”

Item 16 represents an amount for legal services to the Oversight Board. The \$10,000 allocation for Oversight Board legal services was discussed as a limit by member(s) of the Oversight Board. Section 34179 (n) of the Health and Safety Code states:

“An oversight board may direct a successor agency to provide additional legal or financial advice than what was given by agency staff.”

Furthermore, Section 34177.3 (b) of the Health and Safety Code states:

“Successor agencies may create enforceable obligations to conduct the work of winding down the redevelopment agency, including hiring staff, acquiring necessary professional administrative services and legal counsel, and procuring insurance.”

Item 17 represents an amount for legal services for the Successor Agency to assist in the unwinding affairs of the former redevelopment agency. Items 17 is allowed under Section 34177.3 (b) of the Health and Safety Code that states:

“ Successor agencies may create enforceable obligations to conduct the work of winding down the redevelopment agency, including hiring staff, acquiring necessary professional administrative services and legal counsel, and procuring insurance.”

All remaining items on the ROPS have been previously listed on the previous two (2) ROPS approved by the Oversight Board. Although the format of the ROPS must be submitted to DOF in the template format provided and approved by DOF, such template currently does not exist. DOF indicates that they are currently preparing the template and will post it on their website when completed. As such, staff will reformat the ROPS prior to submission to DOF; however, the enforceable obligations listed on the proposed ROPS will not change.

Prepared By:



Thomas Bachman
Finance Director

Attachments:

Attachment No. 1 – Resolution OB-0011

Exhibit A - ROPS January 1, 2013 to June 30, 2013

Exhibit B - Administrative Budget for January 1, 2013 to June 30, 2013

Attachment No. 2 – Project Administrative Costs

ATTACHMENT NO. 1

RESOLUTION NO. OB-0011

A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY FOR THE WEST COVINA REDEVELOPMENT AGENCY APPROVING A SCHEDULES OF DISTRIBUTION OF FUTURE TAX REVENUES, ALSO KNOWN AS THE RECOGNIZED OBLIGATION PAYMENT SCHEDULES (ROPS) AND RELATED ADMINISTRATIVE BUDGET PURSUANT TO HEALTH AND SAFETY CODE SECTION 34177 FOR THE SIX-MONTH FISCAL PERIOD COMMENCING JANUARY 1, 2013 AND ENDING JUNE 30, 2013, AND TAKING CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, Health and Safety Code Section 34177 provides that before each six-month fiscal period, successor agencies to former redevelopment agencies must prepare a Schedules of Distribution of Future Tax Revenues also known as the Recognized Obligation Payment Schedules ("ROPS") for the enforceable obligations of the former redevelopment agency in accordance with the requirements of Section 34177;

WHEREAS, California Health and Safety Code Section 34177 (j) (1) provides that a successor agency must prepare an administrative budget for every six-month fiscal period;

WHEREAS, the ROPS identifies each enforceable obligation on which payments will be required during the period of January 1, 2013 through June 30, 2013 and identifies the minimum payment amounts and due dates of payments required by each such enforceable obligation.

WHEREAS, the Oversight Board to the Successor Agency for the West Covina Redevelopment Agency desires to adopt this Resolution approving a ROPS and related Administrative Budget in accordance with Health and Safety Code Section 34177 for the six-month fiscal period that commences on January 1, 2013 and ends on June 30, 2013.

NOW, THEREFORE, the Oversight Board to the Successor Agency of the West Covina Redevelopment Agency hereby resolves:

SECTION 1. The above recitals are true and correct and are a substantive part of this Resolution.

SECTION 2. This Resolution is adopted pursuant to Health and Safety Code Section 34177.

SECTION 3. The Board hereby approves the ROPS substantially in the form attached as Exhibit A and Administrative Budget substantially in the form attached as Exhibit B to this Resolution and incorporated herein by reference. The Executive Director of the Successor Agency, in consultation with the Successor Agency's legal counsel, may modify the ROPS and Administrative Budget as the Executive Director or the Successor Agency's legal counsel deems necessary or advisable.

SECTION 4. The officers and staff of the Successor Agency are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable to effectuate this Resolution, including, but not limited to, submitting the ROPS and Administrative Budget to the State Department of Finance, the State Controllers Office and the County Auditor-Controller and posting the ROPS and Administrative Budget on the City website, and any such actions previously taken by such officers and staff are hereby ratified and confirmed.

SECTION 5. The Oversight Board Secretary shall certify to the adoption of this Resolution.

APPROVED AND ADOPTED on this 2nd day of August, 2012.

Carrie A. Sutkin, Chairperson
Oversight Board to the Successor Agency
of the West Covina Redevelopment Agency

ATTEST

Susan Rush, Secretary
Oversight Board to the Successor Agency
of the West Covina Redevelopment Agency

I HEREBY CERTIFY that the foregoing resolution was duly adopted by the by the Oversight Board to the Successor Agency of the West Covina Redevelopment Agency at a special meeting held on the 19th day of April by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Susan Rush, Secretary
Oversight Board to the Successor Agency
of the West Covina Redevelopment Agency

FOR THE PERIOD: JANUARY - JUNE 2013

**SCHEDULE OF DISTRIBUTION OF FUTURE TAX REVENUES
 RECOGNIZED OBLIGATION PAYMENT SCHEDULE**

Per AB 26 - Section 34167 and 34169
 Adopted August 1, 2012

Project Name / Debt Obligation	Payee	Description	Total Outstanding Debt or Obligation	Obligation Expiration Date	Total Due During Fiscal Year 2012-13	Funding Source	January	February	March	April	May	June	Total
1 1999 Tax Allocation Bonds	US Bank	Fund capital projects in Merged Area	5,622,275.00	June 2030	208,600.00	RPTF	14,700.00	1,200.00	2,400.00	14,700.00	1,200.00	2,400.00	36,600.00
2 2002 Tax Allocation Bonds	US Bank	Refund outstanding 1993 bonds	11,371,110.00	Sept. 2025	989,272.00	RPTF	5,000.00	-	206,536.00	-	-	-	211,536.00
3 2006 Lease Revenues Bonds	City of West Covina	Reimburse City for BLD Debt Service	29,119,289.00	June 2036	1,126,990.00	RPTF	93,915.00	93,915.00	93,915.00	93,915.00	93,915.00	93,915.00	563,480.00
4 1998 Housing Set Aside Bonds	US Bank	Acquisition and rehab of a housing proj	5,787,595.00	Sept. 2025	438,907.00	RPTF	3,500.00	-	111,679.00	-	-	-	115,179.00
5 2001 Housing Set Aside Bonds	US Bank	Development of a senior housing proj	10,779,345.00	Sept. 2031	767,936.00	RPTF	-	-	179,718.00	-	-	3,500.00	183,218.00
6 SERAF 2010 Housing Loan	Housing Successor Agy	Repay SERAF to the housing fund	4,080,818.00	June 2016	-	RPTF	-	-	-	-	-	-	-
7 SERAF 2011 Housing Loan	Housing Successor Agy	Repay SERAF to the housing fund	943,085.00	June 2016	-	RPTF	-	-	-	-	-	-	-
8 DDA - The Lakes	Various	Bond admin & maint for park structure	1,440,000.00	June 2016	215,000.00	RPTF	-	30,000.00	-	-	30,000.00	-	60,000.00
9 CFD Tax Increment Pledge	Plaza CFD	Tax increment pledged to CFD	15,846,352.00	Sept. 2022	1,450,000.00	RPTF	-	-	-	-	-	1,450,000.00	1,450,000.00
10 CSS - CFD	CSS Com Fac Dist	CFD Assessment	4,656,641.00	ongoing	74,837.00	RPTF	6,236.42	6,236.42	6,236.42	6,236.42	6,236.42	6,236.42	37,418.50
11 Repay County Loan	County of Los Angeles	Repay Loan of Deferred Tax Increment	8,274,862.00	Uncertain	1,350,000.00	RPTF	-	-	-	-	-	-	-
12 SA Administrative Budget	Various	Operations for both project areas	16,520,339.00	ongoing	484,361.00	RPTF	40,363.42	40,363.42	40,363.42	40,363.42	40,363.42	40,363.42	242,180.50
13 Anticipated/Existing Litigation	Various	Enforcement of obligations	3,856,434.00	ongoing	1,200,000.00	RPTF	700,000.00	100,000.00	100,000.00	100,000.00	100,000.00	100,000.00	1,200,000.00
14 Project Administrative Costs	Various	Project specific related costs	350,000.00	ongoing	70,000.00	RPTF	5,833.33	5,833.33	5,833.33	5,833.33	5,833.33	5,833.33	35,000.00
15 AB 1484 Auditing Fees	TBD	AB 1484 Auditing Fees	12,500.00	June 2013	12,500.00	RPTF	12,500.00	-	-	-	-	-	12,500.00
16 Oversight Board Legal Services	TBD	Oversight Board Legal Services	50,000.00	June 2015	10,000.00	RPTF	10,000.00	-	-	-	-	-	10,000.00
17 Successor Agency Legal Services	Alvarez-Glasman Colvin	Successor Agency Legal Services	300,000.00	June 2015	60,000.00	RPTF	35,000.00	5,000.00	5,000.00	5,000.00	5,000.00	5,000.00	60,000.00
18 City Note - Administration	City of West Covina	Repay City for admin & construction	12,859,463.04	June 2025	-	RPTF	-	-	-	-	-	-	-
19 City Note - CIP	City of West Covina	Repay City for capital projects	2,252,898.18	June 2025	-	RPTF	-	-	-	-	-	-	-
20 City Note Revolving	City of West Covina	Repay City for revolving credit	4,824,790.78	June 2025	-	RPTF	-	-	-	-	-	-	-
21 Sales Tax Reimbursement	City of West Covina	Reimburse City for CFD Sales Tax	22,856,789.00	June 2025	-	RPTF	-	-	-	-	-	-	-
22 Golf Course Agreement	Various	Golf Course Implementation Agreement	45,000,000.00	ongoing	-	RPTF	-	-	-	-	-	-	-
23 1996 CFD Refunding Bonds	US Bank	Fund Fashion Plaza Improvements	44,687,400.00	Sept. 2022	3,774,000.00	Other	-	-	975,600.00	-	-	-	975,600.00
24 1988 Lease Rev Refunding Bonds	Wells Fargo Bank	Fund Lakes Parking Project	3,915,885.00	Aug. 2018	461,900.00	Other	14,840.00	1,340.00	2,690.00	14,840.00	1,340.00	2,690.00	37,740.00
25 CPA - CFD	Westfield Corporation	CFD admin and developer repayment	93,836,711.00	Sept. 2022	885,000.00	Other	-	-	-	-	-	-	-
Total Enforceable Obligations			\$ 349,194,542.00		\$ 13,579,302.00		\$ 941,888.17	\$ 283,888.17	\$ 1,729,974.17	\$ 280,888.17	\$ 283,888.17	\$ 1,709,938.17	\$ 5,230,462.00
Total RPTF Obligations			\$ -206,754,546.00		\$ -8,458,402.00	RPTF	\$ 927,048.17	\$ 282,548.17	\$ 751,681.17	\$ 286,048.17	\$ 282,548.17	\$ 1,707,248.17	\$ 4,217,122.00
Total Other Obligations			142,439,996.00		5,120,900.00	Other	14,840.00	1,340.00	978,290.00	14,840.00	1,340.00	2,690.00	1,013,340.00

EXHIBIT B

**ADMINISTRATIVE BUDGET
(JANUARY 1, 2013 through June 30, 2013)**

**Successor Agency to the West Covina Redevelopment Agency Administrative Budget
Used for Jan. - June 2013 ROPS**

Jan – June 2013

Salaries & Benefits **166,740**

M & O from CDC Staff:

Appraisals 10,000

Escrow & Title. 12,500

Consultants 7,500

Copying 1,250

Subtotal 31,250

Other M & O costs not included above:

A & O 32,467

Liability Insurance 8,400

Phone 454

Cell Phone 360

Pooled Car usage 120

Fuel 990

Vehicle Maintenance 1,400

Subtotal 44,191

Total Non-Personnel Costs **75,441**

TOTAL **242,181**

ATTACHMENT NO. 2

Estimated Project Administrative Costs (6 month)

PROJECT	HOURS	STAFF		DESCRIPTION:
		COST	COST	
Lakes DDA	50	\$ 4,791		Monitor agreements and assets per agreement(s). Hours could be more depending on outcome of Caltrans condemnation.
Eastland Shopping Center	30	\$ 2,874		Monitor agreements and assets per agreement(s).
Westfield Plaza	120	\$ 11,497		Monitor agreements and assets per agreement(s). Hours could be more depending on outcome of Caltrans condemnation.
700/750 DDA	65	\$ 6,228		Administer and amend agreement and assist developer to complete project.
West Covina Sportsplex/Golf Course	100	\$ 9,581		Review compliance with environmental regulations and amend Habitat Mitigation and Monitoring Plan.
	365	\$ 34,971		

**OVERSIGHT BOARD TO THE SUCCESSOR AGENCY
OF THE WEST COVINA REDEVELOPMENT AGENCY**

AGENDA REPORT

Item No. V - B

Date: August 2, 2012

TO: Chairman and Members of the Oversight Board to the Successor Agency of the West Covina Redevelopment Agency

FROM: Andrew G. Pasmant, City Manager/Executive Director

BY: Christopher J. Chung, Successor Agency Staff Member

SUBJECT: **CHANGE IN OVERSIGHT BOARD MEETING DATE FOR SEPTEMBER 6, 2012**

RECOMMENDATION:

It is recommended that the Oversight Board consider changing or cancelling the Oversight Board meeting scheduled for September 6, 2012.

DISCUSSION:

On April 19, 2012, the Oversight Board adopted Resolution No. OB-0002 setting its regular meeting to be on the first Thursday of every month at 4:00 p.m. at the City of West Covina City Hall.

The City of West Covina (which includes members from the Successor Agency and Oversight Board) has a scheduling conflict on the Oversight Board meeting scheduled for September 6, 2012. The West Covina Day at the LA County Fair is scheduled on same date and is an event scheduled (back in February 2012) by the LA County Fair, in which the City participates as a City event, in which members of the City Council, City Manager's office, and various members of the City and Successor Agency staff attend and represent the City in their official capacities.

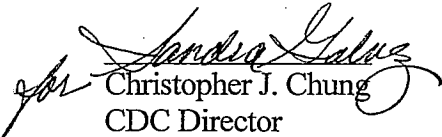
The time period for the West Covina Day at the Fair is from 12:00 p.m. to 6:30 p.m. and participants are to attend a formal ceremony at 4:00 p.m., parade at 5:00 p.m., and followed up with a "Salute to Our Community Heroes" at approximately 5:30 p.m.

Staff is recommending that the Oversight Board consider moving the Oversight Board meeting to another date or cancelling the meeting for the month of September.

It is important to note that the Oversight Board may need to call a special meeting in late September to meet the requirements of Section 34179.6 of the Health and Safety Code, which requires several meetings to review and approve the Due Diligence Review (DDR). The DDR is an accounting to determine the unobligated balances available for transfer to taxing entities and must be submitted to the Oversight Board, the County Auditor-Controller, the Controller and Department of Finance by October 1, 2012. Upon receipt, the Oversight Board is required to conduct a public comment session to take place at least five business days before the Oversight

Board can hold a meeting to approve the DDR (at a separate meeting). By October 15, 2012, with respect to the Low and Moderate Income Housing Fund, the Oversight Board is required to review, approve and transmit to the department and the county auditor-controller the determination of the amount of cash and cash equivalents that are available for disbursement to taxing entities as determined according to the method provided in Section 34179.5. Unfortunately, the DDR cannot commence until DOF develops accounting guidelines for the audit firm to follow, which guidelines currently do not exist.

Prepared By:

 Christopher J. Chung
CDC Director

**OVERSIGHT BOARD TO THE SUCCESSOR AGENCY
OF THE WEST COVINA REDEVELOPMENT AGENCY**

AGENDA REPORT

Item No. V - C

Date: August 2, 2012

TO: Chairman and Members of the Oversight Board to the Successor Agency
of the West Covina Redevelopment Agency

FROM: Andrew G. Pasmant, City Manager/Executive Director

BY: Christopher J. Chung, Successor Agency Staff Member

SUBJECT: **REVIEW OF RESPONSES TO OVERSIGHT BOARD LEGAL
SERVICES REQUEST FOR QUALIFICATIONS (RFQ)**

RECOMMENDATION:

It is recommended that the Oversight Board provide direction to negotiate a contract with the selected law firm.

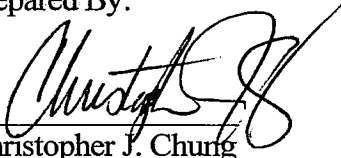
DISCUSSION:

On July 5, 2012 Oversight Board meeting, the Oversight Board directed staff to prepare and release a Request For Qualifications for legal services for the Oversight Board.

On July 9, 2012, staff contacted the City of Pomona and obtained a copy of Pomona's RFQ and list of those law firms that submitted responses. On July 9, 2012, staff released the RFQ for the City of West Covina Oversight Board and provided a two (2) week deadline for submittal. On July 24, 2012, five (5) proposals were received which are attached. On July 26, 2012, staff prepared a matrix summarizing the submittals. Staff also contacted the firms to clarify the proposals for the matrix.

Copies of the matrix and proposals have been forwarded to the Ad Hoc Committee for review and consideration. This report is being presented in case the Ad Hoc Committee is able to consider the proposals and desires to make a recommendation to the rest of the Board.

Prepared By:



Christopher J. Chung
CDC Director

Attachments:

- Attachment No. 1 – RFQ
- Attachment No. 2 – RFQ Proposal Matrix
- Attachment No. 3 - RFQ Proposal Responses

ATTACHMENT NO. 1

Request for Qualifications (RFQ)
For
Legal Services
For the Oversight Board to the Successor Agency
to the Redevelopment Agency of the City of West Covina, CA

The Oversight Board to the Successor Agency to the Redevelopment Agency of the City of West Covina, CA is seeking the services of an attorney with a professional law firm or an experienced sole practitioner to serve as Legal Counsel to the Board to provide oversight of Board operations, lending practices for development projects and other corporation services and activities.

Under the AB 1X 26 (Chapter 5, Statutes of 2011), an Oversight Board was established to oversee the actions of the Redevelopment Agency Successor Agency for the dissolved Redevelopment Agency of the City of West Covina. AB 1X 26 was subsequently amended by AB 1484.

The term of the engagement would be for fiscal year 2012-2013 and the contract would likely be extended from year to year until the Oversight Board completes its work and is dissolved or is merged with the other oversight boards in Los Angeles County in 2016 as required under AB 1X 26. Either party could terminate the engagement with 30 days prior written notice.

Interested firms should have some experience advising public bodies on the Brown Act, Political Reform Act and the Public Records Act. It would be desirable if the firm also has experience with public contracting, public finance (bonds), and redevelopment funded development projects and activities, as well as loans and disposition of properties.

The selected Legal Counsel would advise the Board and would be expected to work closely with counsel from the various taxing entities with appointments to the Board or who receive property tax revenues.

Due to conflicts of interest, the Legal Counsel and its firm could not be in an adversary position with the agencies that appointed the Oversight Board members, nor could it represent private developers under existing contracts with the prior dissolved Redevelopment Agency of the City of West Covina for redevelopment projects which have not yet been completed. Legal Counsel may not be (or have been) employed by: (i) the Redevelopment Agency Successor Agency; (ii) the County of Los Angeles; (iii) any of the entities with appointments to the Board; (iv) any entity or individual that employed or employs the appointee; or, (v) any of the affected taxing entities which may receive funding pursuant to AB 1X 26. It is desired that Legal Counsel be independent from all such agencies.

The Oversight Board Members are as follows:

- Carrie Sutkin, LA County Board of Supervisors' appointment for LA County Library (Chairperson)
- Michael Touhey, Mayor of City of West Covina, (Vice Chairperson)
- Luzmaria Chavez, LA County Board of Supervisors' appointment.
- Mike Gregoryk, Mt. San Antonio Community College appointment
- Gerry Hertzberg, LA County Board of Supervisors' appointment
- Mike Lee, City of West Covina (former West Covina Redevelopment Agency)
- Vacant, Representative for County Superintendent of Education (West Covina Unified School District)

Scope of Services:

The scope of the services of the Legal Counsel would include, but is not limited to, the following:

- Advise the Board on legal authority and liability for actions taken in the ordinary course of business.
- Advise the Board on actions necessary to protect the Board members from personal liability and protect the assets of the dissolved agency from liability and attachment.
- Review and advise the Board on the recommendations from City/Successor Agency staff regarding contracting issues.
- Review and advise the Board on recommendations from City/Successor Agency on refinancing matters, overseeing completion of redevelopment projects, and disposition of property and other assets.
- Provide advice on legislative matters which may affect the Board (exclusive of lobbying).
- Represent the Board in connection with any inquiry, investigation, audit or other proceedings of state regulatory agencies.
- Represent the Board in any litigation brought by or against or otherwise involving the Board, or assist the Board in contracting for specialized litigation counsel and overseeing outside counsel's work.
- Engage in any other legal matter reasonably requested by the Board.

Experience/Qualifications:

The Legal Counsel must have knowledge and experience in the following areas of law: Brown Act, Political Reform Act, Public Records Act, contracts, and bond financing and lending. It would also be beneficial if the firm had experience with real property development and disposition and redevelopment law. Knowledge and experience in the other areas of public law would also be desirable.

Submittal Content:

- 1) A one-page cover letter with the name and contact information for the proposed lead attorney.
- 2) Description of the qualifications and experience of the proposed lead attorney and any associates to be assigned to work for the Board in the areas of law listed above.
- 3) Three client references.
- 4) List of current hourly rates for each attorney and support staff proposed to be assigned to work for the Board.

Submittal Procedures:

Your proposal must be received no later than 2:00 p.m. Tuesday, July 24, 2012 (postmarks will not be accepted) to the address below:

City of West Covina
City Clerk's Office
Attn: Sue Rush
1444 West Garvey Avenue
West Covina, CA 91765
(626) 939-8433

All inquires should be directed to Andrew Pasmant at (626) 939-8401.

An Adhoc Committee comprised of three (3) Oversight Board members will review and evaluation all proposals to determine candidates to be interviewed at a place and time to be identified in the future.

Please Note:

The Board reserves the right to reject any and all submittals and to waive minor inconsistencies. The cost of preparing responses to this Request For Qualifications shall be borne by the respondents and will not be reimbursed by the Board. The successful firm will be required to possess a valid City of West Covina business license prior to commencement of services.

Law Firm	Designated Attorney	General Services Hourly Rate	Litigation Hourly Rate	Travel Expenses	Available First Thursday of the month	Currently Represents other Oversight Boards	Currently Represents other Cities	Currently Represents County or other Taxing Entities	Internal Conflict of Interest Check Completed	Redevelopment Experience
1 Colantuono & Levin, PC 300 So. Grand Avenue, Suite 2700 Los Angeles, CA 90071-3137 Main (213) 542-5700 Fax (213) 542-5710 www.cllaw.us	Teresa L. Highsmith Scott Howard	\$225 - Blended	\$325	Mileage only	Yes	Pomona Tempe City San Gabriel	Barstow Sierra Madre Los Alamitos Calabasas	A client list identifies LA County Civil Service Commission, LA County Law Library and various taxing entities. See client list.	No conflict identified by Law Firm.	Yes
2 Harper & Burns LLP 483 South Glassell Street Orange, CA 92686 Main (714) 771-7728 Fax (714) 744-3350	John Robert Harper Colin Robert Burns	\$175	\$175	None	Yes	March Air Force Base Norco	Norco Fountain Valley	Tono Unified School District Rubidoux Community Services District Orange County Vector Control Home Gardens Sanitary District	No conflict identified by Law Firm.	Yes
3 Law Offices of Edward Z. Kotkin Xerox Centre 1851 East First Street, Suite 900 Santa Ana, CA 92705-4066 Main (714) 619-9393 Fax (714) 384-4550 www.kotkinlaw.com	Edward Z. Kotkin Peter L. Wallin	\$200 - Attorneys \$100 - Paralegal \$100 - Investigator Part time/Clerical only as and if needed. Alternative compensation plan of \$2,500/month flat fee	\$200 - Attorneys \$100 - Paralegal \$100 - Investigator Part time/Clerical only as and if needed. Additional cost to retainer.	No travel expenses if based on hourly rate. Additional cost for travel if flat fee is selected.	Yes	None	Gardena West Covina* La Verne *Indicates this is a miscommunications between firms and Peter Wallin does not represent West Covina.	None.	No conflict identified by Law Firm.	Yes
4 Ranne Sloan Hoffman Sakai LLP 350 Sansome Street, Suite 300 San Francisco, CA 94104-1304 Main (415) 678-3800 Fax (415) 678-3838	David Kahn Randy Riddle	\$285 - Attorney \$205 - \$285 Associates \$95 - \$125 Paralegals	\$285	Cost of travel Time of travel	Yes	Healdsburg Salinas Petaluma Santa Monica	No additional identified.	Santa Clara County (past)	No conflict identified by Law Firm.	Yes
5 Polignelli Shugart LLP 1801 Century Park East, Suite 1801 Los Angeles, CA 90067 Main (310) 203-5303 Fax (310) 861-1091	Lisa Greer Quateman Timothy J. Reimers Tracy M. Ginn Wesley D. Hurst Arthel McDaniel Eric B. Blum Michael P. Culler	\$450 \$350 \$375 \$300 \$300 \$300 \$280	\$450 \$350 -	None	Yes	None	Gardena Compton Los Angeles LAX San Diego San Francisco Pasadena	San Francisco County County of Los Angeles (past)	No conflict identified by Law Firm.	Yes

3% increase in Sept. 1.

Teresa L. Highsmith
THighsmith@CLLAW.US
(213) 542-5703

Colantuono & Levin, PC
300 So. Grand Avenue, Ste. 2700
Los Angeles, CA 90071-3137
Main: (213) 542-5700
FAX: (213) 542-5710
WWW.CLLAW.US

July 20, 2012

VIA FEDERAL EXPRESS

Sue Rush
Assistant City Clerk
City of West Covina
1444 West Garvey Avenue
West Covina, CA 91765

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

Dear Ms. Rush:

I write to propose our firm's services as General Counsel to the Oversight Board to the West Covina RDA Successor Agency. We have kept this proposal very brief, incorporating items 1, 2, and 4 from your Request for Qualifications Submittal Requirements into this single letter proposal. Additional information about our firm, including a firm profile and bios of all our attorneys, appears on our web site at: <http://www.cllaw.us>. I also enclose my resume as proposed General Counsel, the resume of Scott Howard, who we propose as Assistant General Counsel to the Oversight Board, as needed, and three client references, as requested.

Rates: Although our standard hourly rates range from \$175 to \$425 per hour for attorneys and from \$110 to \$145 per hour for paralegals, we will agree to provide general services to the Oversight Board at a blended hourly rate for the services of any of our attorneys of \$225. We understand that you anticipate a need for General Counsel to attend Oversight Board meetings when scheduled and provide general legal advice to the members of the Oversight Board, which we would anticipate would normally require fewer than 10 hours per month. We would not charge you for any travel time to and from meetings. For litigation services, we are willing to cap our standard rates at \$325 per hour.

Experience: Colantuono & Levin, PC is a municipal law firm with offices in Los Angeles and outside Grass Valley in the Sierra Foothills and one of California's leading advisors to cities, counties and special districts. We represent public clients throughout California in all aspects of municipal law, including redevelopment and its dissolution process, the Brown Act, election law, conflicts of interest law, matters arising under the Public Records Act, public financing and revenues, housing, the California Environmental Quality Act, land use, and associated litigation. The firm prides itself on its extensive public law experience, its

commitment to problem-solving, and a focus on ethical, affirmative and intelligent advice and representation. Our core commitment is to provide advice our clients find both helpful and understandable.

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

Scope of Services: Regarding the scope of services you anticipate needing, I am able to advise the Oversight Board on the specific Successor Agency actions that require prior Oversight Board approval or Oversight Board direction pursuant to both AB 1X 26 and AB 1484, including:

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

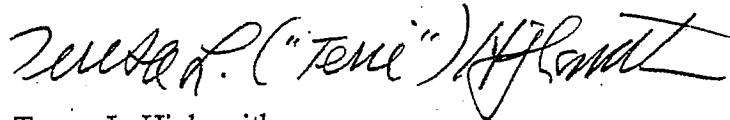
Sue Rush
Assistant City Clerk
July 20, 2012
Page 3

- advice on whether real properties held by the Successor Agency are required to be sold, pursuant to the Oversight Board's authority under Health & Safety Code Section 34181, pending Oversight Board approval of the new long-range property management plan requirements of Health & Safety Code Section 34191.3 (AB 1484);
- advice on the Oversight Board's legal authority under both AB 1X 26 and AB 1484, and any future amendments.

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

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

Very truly yours,



Teresa L. Highsmith

TLH:tlh
Enclosures (2): Highsmith & Howard Resumes
References
Summary of Impacts of AB 1484

cc: Scott Howard

TERESA L. HIGHSMITH

Colantuono & Levin, P.C.
300 So. Grand Ave., Ste. 2700
Los Angeles, CA 90071-3137
Telephone: (215) 542-5703
Cell: (213) 399-9292
THighsmith@CLLAW.US

Current Employment

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

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

Legal Qualifications and Experience

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

Redevelopment – Direct legal assistance on award winning redevelopment projects: *Historic Alameda Theatre Rehabilitation Project*, CRA Award of Excellence 2009; *Bridgeside Shopping Center*, CRA Award of Excellence 2008; legal assistance to Successor Agencies and Oversight Boards in all aspects of the dissolution process of AB 1X 26/AB 1484.

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

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

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

Previous Employment

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

Bar Admissions

- | | |
|------|--|
| 1991 | California Supreme Court
U.S. District Court, Northern District of California
U.S. District Court of Appeals, Ninth Circuit
Member of American Bar Association, State Bar of California |
|------|--|

Education

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

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

SCOTT H. HOWARD

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

SUMMARY OF EXPERIENCE:

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

WORK HISTORY:

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

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

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

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

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

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

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

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

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

1975 - 1977: Legal Intern, Los Angeles District Attorney

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

EDUCATION:

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

PROFESSIONAL CREDENTIALS AND AFFILIATIONS:

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

Martindale-Hubbell Designated AV Rating

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

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

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

PROFESSIONAL ACCOMPLISHMENTS:

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

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

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

PUBLICATIONS AND SPEAKING ENGAGEMENTS:

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

1978

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

OTHER ACTIVITIES:

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

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

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

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

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

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

1987-1996 Member, Glendale Chamber of Commerce.

Personal, judicial, and professional references available upon request.

References

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

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

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

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

SUMMARY OF AB 1484 IMPACTS

Impacts on Successor Agencies: A Successor Agency ("SA") is now a separate legal entity. This permits the SA to borrow money from the city, if necessary to meet any payment obligations imposed on the SA by the County Auditor-Controller ("C-A-C") or the Department of Finance ("DOF.") Monies borrowed from the city become an "enforceable obligation," to be listed on the SA's Recognized Obligation Payment Schedule ("ROPS"), which remains subject to Oversight Board ("OB") approval and DOF review/approval. Given that AB 1484 "clarifies" that pass-through payments are the responsibility of the SA (and must be listed on the ROPS), this provision may be needed by some SA's which did not make the 2011/12 pass-through payments. Unpaid pass-through payments are due to the C-A-C by July 12, 2012.

SA's may now spend unencumbered bond proceeds on projects identified in the bond issuance, with OB approval and inclusion on ROPS. SA's may also enter into revised loan agreements (on very restricted repayment terms) to permit cities to have their RDA loans repaid, w/OB approval.

A new diligence review procedure (like a "super audit") is required for the 18-month period from January 1, 2011 through June 30, 2012. This requires the SA to hire a licensed accountant, thus creating a new enforceable obligation on the ROPS. A separate diligence review is required for each of the housing assets (due to the OB by October 1, 2012) and the non-housing assets (due to the OB by December 15, 2012). The purpose of this diligence review is to identify unrestricted assets of the SA, so that the C-A-C may distribute the assets to the various taxing entities. The SA will have a limited ability to dispute any matter within the diligence review in a "meet and confer" process with the DOF. The DOF is the "last word" on the matter (unless the SA files suit in Sacramento County Superior Court).

Failure of the SA to remit the assets identified in the diligence review before December 1, 2012 (for housing assets) and April 20, 2013 (for non-housing assets) may subject the SA or the city to "off-sets" and withholding of sales tax, use tax or property tax. There are other civil penalties (\$10,000 per day/10% penalty and 1.5% monthly late fees) which can be imposed by the Court in any action brought to compel the SA's timely submittal of the ROPS, "pass-through" payments, or other obligations. The state Controller also has expanded "claw back" authority for assets transferred without authorization.

If the SA receives a "finding of completion" from the DOF for making its diligence review payments, any disposal of real property will be "stayed" pending approval by the OB of a "long-range property management plan," which is due no later than January 1, 2015.

Impacts on Oversight Board: With the additional requirements on the SA, the OB will have more to review/adjust/approve, including the two diligence reviews and the long-range property management plan, and SA requests to spend bond proceeds and enter into loan agreements. Some OB actions (disposal of properties, early termination of contracts/funding for public entity projects) require an initial meeting to receive public comment, prior to a second meeting (at least five days later) to take the action. The DOF's authority to override an OB decision has also increased, as well as the time for DOF review of various OB actions (ranging from 40 to 60 days, depending on the action). Expanded DOF authority means the OB is a less likely litigation target.

HARPER | BURNS LLP

**PROPOSAL FOR LEGAL SERVICES
TO THE OVERSIGHT BOARD**

July 24, 2012

PREPARED FOR THE
City of West Covina

LAW OFFICES OF
HARPER & BURNS LLP
A LIMITED LIABILITY PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

JOHN R. HARPER*
ALAN R. BURNS
COLIN R. BURNS

453 SOUTH GLASSELL STREET
ORANGE, CALIFORNIA 92866

TELEPHONE (714) 771-7728
FACSIMILE (714) 744-3350

Of Counsel
JUDI CURTIN*
MICHAEL MONTGOMERY*

*A PROFESSIONAL CORPORATION

John R. Harper
jrharper@harperburns.com

July 18, 2012

Via Federal Express

Susan Rush, Assistant City Clerk
City of West Covina
City Clerk's Office
1444 West Garvey Avenue
West Covina, California 91765

Adhoc Committee
Oversight Board to the Successor Agency to the
Redevelopment Agency for the City of West
Covina

**Re: Response to Request for Qualifications for Legal Services for the Oversight
Board to the Successor Agency to the Redevelopment Agency**

Members of the Oversight Board:

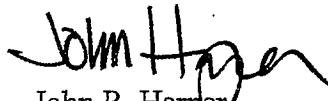
This proposal of the Law Offices of Harper & Burns LLP to provide legal services to the Oversight Board for the City of West Covina is provided in response to the City's Request for Proposals.

The Firm would be pleased to provide the Oversight Board legal services by one of its partners, John Robert Harper. Mr. Harper has been a public agency lawyer for in excess of thirty (30) years, serving as City Attorney and Redevelopment Agency Counsel to numerous cities in Orange, Riverside, and San Bernardino Counties, as well as water and sewer agencies and school districts. In that capacity, he and the Firm have extensive experience in all phases of public agency representation, including public contracts, affordable housing, public works contracting, complex real property transaction, including negotiation of development agreements and DDA's.

Mr. Harper currently represents redevelopment agencies through the dissolution process and currently is counsel to Successor Agencies and to Oversight Boards. Mr. Harper is also a nationally recognized municipal bond counsel.

Sincerely,

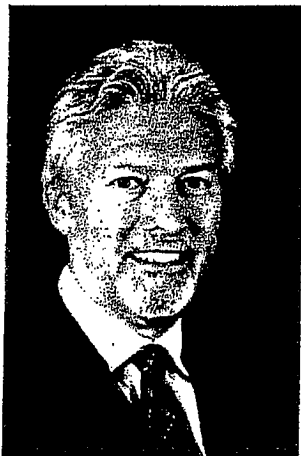
HARPER & BURNS LLP


John R. Harper

Enclosures

A T T O R N E Y P R O F I L E

John Robert Harper
Partner



jrharper@harperburns.com

CALIFORNIA STATE BAR NO.:
82306

AREAS OF PRACTICE:
Municipal Law
Government Finance

EDUCATION:
University of La Verne, School of Law
(J.D. 1978, Magna Cum Laude)
University of Redlands
(B.A. 1968)

MEMBERSHIPS/ADMISSIONS:
State Bar of California
Assn. of California Water Agencies
League of California Cities
Orange County City Attorneys Assn.
Inland Empire City Attorneys Assn.
American Bar Association
Orange County Bar Association
California Trial Lawyers Association
Moody's Muni. Bond Lawyers of U.S.

In the course of his thirty-three years of practice, Mr. Harper has represented exclusively public agencies in all areas of municipal law, as a city attorney, general counsel and special counsel in municipal finance and litigation, principally the areas of land use and planning, environmental law, risk management, real property and eminent domain. Mr. Harper has been City Attorney in a minimum of two cities since 1981.

Mr. Harper has been an arbitrator for the National Association of Securities Dealers and the Municipal Securities Rulemaking Board since 1980 and has taught mediation and arbitration techniques on behalf of the United States Department of Labor, Public Agency Division, throughout the United States. Mr. Harper has also been involved in innumerable mediation and arbitration sessions related to public employees and public labor relations, including successfully negotiating resolution to several public employee strikes.

Mr. Harper was the first Chairman of the Coto de Caza Specific Plan Board of Review, appointed by Supervisor Thomas Riley and Gaddi Vasquez. Mr. Harper is, and has been since 2010, a Chairman of the Citizens Bond Oversight Commission for the City of San Juan Capistrano.

Before receiving his law degree, Mr. Harper served as a personnel consultant to public agencies statewide, as Assistant Superintendent for Employee Relations in the Corona-Norco Unified School District (1972-1978), and provided nationwide labor relations training through the U.S. Department of Labor.

From 1978 to the present, Mr. Harper has devoted his law practice to the representation of municipal clients, including cities, school districts, water districts, and other public agencies. Mr. Harper has been the City Attorney /Redevelopment Agency Counsel/Successor Agency Counsel for the City of Norco since 1991. Mr. Harper is General Counsel for the Trona Unified School District and the Rubidoux Community Services District, has served as General Counsel for the Lake Arrowhead Community Services District, the Big Bear Municipal Water District and the Indian Wells County Water District, has also served as City Attorney and Redevelopment Agency Counsel for the cities of Murrieta (1993-2007), Grand Terrace (1987-2011), Placentia (1978-1987) and Lake Elsinore (1984-1997), and was Deputy City Attorney for the City of Indian Wells and the City of Adelanto.

In addition, Mr. Harper has provided special counsel services on behalf of the cities of Adelanto, Big Bear, Brea, Carlsbad, El Cajon, Fresno, Fullerton, Huntington Park, Indian Wells, Irwindale, Los Angeles, National City, Palm Desert, Pasadena, Pomona, San Clemente, San Diego, San Marcos, Santa Monica, Seal Beach, Simi Valley, Imperial, Winters, Dinuba.

Mr. Harper is rated "AV" by Martindale-Hubbell and is a nationally recognized municipal bond counsel.

John Robert Harper
Partner

- Abated Riverside County marijuana dispensary
 - Drafted sober living home regulations and drug paraphernalia regulations adopted by Clients and other cities throughout Riverside and San Bernardino Counties
 - Assisted Riverside County JPA in drafting Riverside County multispecies habitat regulations
 - Successfully litigated challenges to signage, billboard regulations in Norco, Murrieta, Lake Elsinore
 - Drafted numerous residential and commercial development agreements
 - Drafted numerous residential and commercial disposition and development agreements
 - Successfully litigated matters resulting in published appellate opinions: *County of Riverside v. City of Murrieta* (blight), *Thompson v. City of Lake Elsinore* (vested rights), *Rafco Co. v. City of Murrieta* (General Plan/approved tract map), *Walt Rankin & Assoc., Inc. v. City of Murrieta* (construction surety requirements), *City of San Marcos v. Board of Supervisors* (tax issue)
 - Successfully litigated closure of adult bookstores (Placentia, Lake Elsinore)
 - Successfully defended numerous CEQA challenges to land use approvals (Placentia, Norco, Murrieta, Grand Terrace)
 - Represented public agency management in labor negotiations and through strike
 - Conducted collective bargaining training through U.S. through Department of Labor
-

LAW OFFICES OF
HARPER & BURNS LLP
A LIMITED LIABILITY PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

JOHN R. HARPER*
ALAN R. BURNS
COLIN R. BURNS

453 SOUTH GLASSELL STREET
ORANGE, CALIFORNIA 92866

TELEPHONE (714) 771-7728
FACSIMILE (714) 744-3350

Of Counsel
JUDI CURTIN*
MICHAEL MONTGOMERY*

*A PROFESSIONAL CORPORATION

JOHN ROBERT HARPER, ESQ.
PARTNER

Experience:

- 1978 to Present: Law practice devoted to the representation of municipal clients, including cities, school districts, water districts, and other public agencies.
- 1972 to 1978: Assistant Superintendent for Employee Relations, Corona-Norco Unified School District, involving both employee relations and serving as the Assistant to the Superintendent in the day-to-day activities of a school district employing 2,500 full and part-time employees.
- 1968 to 1972: Management and Personnel Consultant to California Public Agencies, including cities, counties and school district as Supervisor of the Southern California office of the Cooperative Personnel Services non-profit consulting division of the State of California.
- 1980 to Present: Nationally Recognized (Moody's Red Book) Municipal Securities Counsel.

Consultant

- United States Department of Labor, Public Employee Relations Division in conducting public sector collective bargaining workshops throughout the United States
- Association of California School Administrators, in conjunction with the law firm of Patterson & Taggart
- California Association of School Business Officials

Arbitrator

- National Association of Securities Dealers, Municipal Securities Rule Making Board.

Memberships:

- Association of California Water Agencies
- League of California Cities - City Attorneys Division
- Orange County City Attorneys Association
- Inland Empire City Attorneys Association
- State of California Bar Association - Public Law Division

- American Bar Association
- Orange County Bar Association
- California Trial Lawyers Association
- Moody's Municipal Bond Lawyers of United States

Public Office:

- Chairman, City of San Juan Capistrano Auditing and Finance Committee (2012 to present).
- Chairman, City of San Juan Capistrano Citizens Bond Oversight Committee (2010 to present).
- Chairman, Coto de Caza Board of Review (appointed by Supervisors Riley and Vasquez) (1988 to 1991)

Education:

- Bachelor of Arts, University of Redlands (1968); 30 units toward Masters of Public Administration
- Doctor of Jurisprudence, University of La Verne School of Law - Magna Cum Laude (1978)

Professional Recognition:

- Martindale-Hubbell, Inc. Rated A-V

PUBLIC AGENCY CLIENTS

Current

City Attorney and Redevelopment Agency

- City of Norco (May 1991 to Present)
- City of Fountain Valley (Assistant City Attorney) (1982 to present)

General Counsel (Unless Otherwise Noted)

- Rubidoux Community Services District (1978 to present)
- Trona Unified School District (1999 to present)
- Orange County Vector Control (Assistant General Counsel) (1982 to present)
- Home Gardens Sanitary District (Assistant General Counsel) (1982 to present)

Special Counsel Cities/Redevelopment Agencies

- El Cajon
- City of Huntington Park
- City of Irwindale
- City of Los Angeles
- City of San Diego
- City of Santa Monica

Special Counsel Other Public Agencies

- Irvine Ranch Water District
- Ramona Municipal Water District

Special Counsel Cities (Unless Otherwise Noted)

- Adelanto
- Big Bear
- Brea
- Carlsbad
- Fresno
- Fullerton
- Grand Terrace (City Attorney) (1987 to 2011)
- Indian Wells
- Lake Elsinore (City Attorney) (1984 to 1997)
- Murrieta (City Attorney) (1993 to 2008)
- National City
- Palm Desert
- Pasadena
- Placentia (City Attorney) (1978 to 1987)
- San Clemente
- San Marcos
- Seal Beach
- Simi Valley

Special Counsel Other Public Agencies (Unless Otherwise Noted)

- Apple Valley County Water District
- Baldy Mesa Water District
- Big Bear Municipal Water District (General Counsel)
- Chino Basin Municipal Water District (General Counsel)
- El Rancho Unified School District Hi-Desert Water District
- Indian Wells Valley Water District
- Lake Arrowhead Community Services District
- Yucca Valley Water District

A T T O R N E Y P R O F I L E

Colin Robert Burns
Senior Attorney



crburns@harperburns.com

CALIFORNIA STATE BAR NO.:
228311

AREAS OF PRACTICE:
Municipal Law
Litigation

EDUCATION:
University of California, Hastings
College of the Law
(J.D. 2003, Cum Laude)
Arizona State University
(B.A., Political Science, 2000)

MEMBERSHIPS/ADMISSIONS:
State Bar of California
U.S. Dist. Court, Central Dist. of CA
League of California Cities
California Assn. of Sanitation Agencies

Colin Burns serves as assistant city attorney to the City of Fountain Valley and deputy city attorney to the City of Norco. Colin Burns also serves as associate district counsel to the Costa Mesa Sanitary District, Home Gardens Sanitary District, and Orange County Vector Control District.

His practice includes reviewing and approving municipal investment policies. He also serves as trial counsel in land use and environmental matters. Mr. Burns has a successful litigation track record prosecuting municipal code violations including obtaining an injunction against a mobile marijuana dispensary. He has also successfully litigated public works, Brown Act, election, contract, and tort matters and is an experienced Pitchess attorney. He has extensive knowledge in open government, land use, and planning and represents several Planning Commissions.

Mr. Burns graduated, cum laude, from the University of California, Hastings College of Law and is a member of the Order of the Coif and Thursten honor societies, and Moot Court Board. He is also an Eagle Scout and was named "Honored Citizen" by the Orange County Board of Supervisors.

SUMMARY OF EXPERIENCE

- Over eight years experience advising councils, boards, commissions, and staff on all matters pertaining to municipal and local government law
- Experience in The Planning and Zoning Law, Subdivision Map Act, California Environmental Quality Act, Mitigation Fee Act, and Permit Streamlining Act, Political Reform Act, Brown Act, Public Records Act, Section 1090, and incompatible offices doctrine
- Reviewed and drafted numerous ordinances and resolutions
- Successfully litigated Health and Safety Code Section 17980.7 receivership, Subdivision Map Act, sign code cases, Brown Act, CEQA, Elections Code, and architectural and engineering lawsuits
- Successfully prosecuted hundreds of municipal code violations, defended due process and suppression motions, prosecuted public nuisance and administrative abatement actions and obtained court ordered receivership of five acre "pack rat" property

PUBLICATIONS & PRESENTATIONS

- Reviewer: The California Municipal Law Handbook (2010) Continuing Education of the Bar
- Presenter: Massage Parlor Enforcement Strategies, Orange County Police Commanders' Luncheon, January 2010
- White Paper: District Liability for a Sewage Spill from a Private Lateral (April, 2008)

LAW OFFICES OF
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ALAN R. BURNS
COLIN R. BURNS

Of Counsel
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MICHAEL MONTGOMERY*

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453 SOUTH GLASSELL STREET
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TELEPHONE (714) 771-7728
FACSIMILE (714) 744-3350

John R. Harper
jrharp@harperburns.com

REFERENCES

CITY OF NORCO
City Attorney (1988 to Present)

Services Provided:

City Attorney
Redevelopment Agency Counsel

Reference Contact:

Beth Groves, City Manager
City of Norco
2870 Clark Avenue
Norco, California 92860
(951) 270-5611
bgroves@ci.norco.ca.us

CITY OF GRAND TERRACE
City Attorney (1979 to 2011)

Services Provided:

City Attorney
Redevelopment Agency Counsel

Reference Contact:

Betsy Adams, City Manager
City of Grand Terrace
22795 Barton Road
Grand Terrace, California 92313
(909) 824-6621
badams@cityofgrandterrace.org

KOSMONT COMPANIES

Services Provided:

Kosmont Companies is a redevelopment consultant. I have worked with the company on behalf of several public agencies/entities in development proposals, including Silverlakes Equestrian and Sports Park in Norco.

Reference Contact:

Larry Kosmont, President
Kosmont Companies
865 South Figueroa Street, Suite 3500
Los Angeles, California 90017
(213) 417-3333
lkosmont@kosmont.com

LAW OFFICES OF
HARPER & BURNS LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

JOHN R. HARPER*
ALAN R. BURNS
COLIN R. BURNS

Of Counsel
JUDI CURTIN*
MICHAEL MONTGOMERY*

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453 SOUTH GLASSELL STREET
ORANGE, CALIFORNIA 92866

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John R. Harper
jrharper@harperburns.com

FEE SCHEDULE

All attorney services provided pursuant to this Proposal shall be at a fee of \$175.00 per hour in minimum increments of 15 minutes. Attendance at Oversight Board meetings shall be billed at actual time or a minimum of two (2) hours, whichever is greater.

THE LAW OFFICES OF EDWARD Z. KOTKIN,
A PROFESSIONAL LAW CORPORATION

July 19, 2012

RECEIVED

T | (714) 619-9393
F | (714) 384-4550
E | EZK@KOTKINLAW.COM

VIA FACSIMILE, ORIGINAL BY U.S. MAIL

JUL 23 2012

CITY CLERK'S OFFICE
CITY OF WEST COVINA

City of West Covina
City Clerk's Office
Attn: Sue Rush
1444 West Garvey Avenue
West Covina, CA 91765

Re: Response to Request for Qualifications for Legal Services for the
Oversight Board to the Successor Agency to the Redevelopment Agency of the City of West Covina

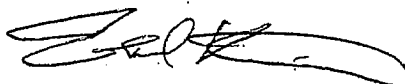
Dear Ms. Rush,

I am an AV[®] Preeminent[™] rated¹ lawyer with more than a decade of experience working as a city attorney, general counsel for a redevelopment agency and water authority, and special counsel to various government entities and officials. Previously, I had the privilege of serving as a deputy district attorney for eleven (11) years, handling a full range of white collar prosecutions. My career has focused upon real estate, public integrity, and work with and for communities. You will not find a candidate with better qualifications to provide legal services to your Board. My contact information is reflected on this letterhead.

My background in *(i)* redevelopment law and projects, *(ii)* the Political Reform Act and other law regarding conflict of interest, *(iii)* real property transactions, *(iv)* public contracting and employment, *(v)* oversight and cooperation with the efforts of bond counsel, *(vi)* the Public Records Act, and *(vii)* the Brown Act will assist your Board as it navigates the uncertain path it must. As an ethics instructor who formed and served as an advisor to a multi-municipality joint powers authority, and a former prosecutor who routinely facilitated cooperation/coordination among and between multiple agencies, I can address the range of challenging multi-jurisdictional issues that will arise during the Board's work. When I am unavailable, my "back-up" will be Peter L. Wallin. Please review the enclosed résumés and material, consider the rates for service I propose, contact my references, peruse my website (www.kotkinlaw.com), and let me hear back from you at your convenience.

Very Truly Yours,

THE LAW OFFICES OF EDWARD Z. KOTKIN



Edward Z. Kotkin

enclosures

¹ The top rating of legal ability and general ethical standards possible, based upon anonymous opinions of members of the Bar and the Judiciary. AV[®] Preeminent[™] and BV[®] Distinguished[™] are certification marks of Reed Elsevier Properties Inc., used in accordance with the Martindale-Hubbell certification procedures, standards and policies, see www.martindale.com/ratings for more details.

Qualifications and Experience of the
Proposed Lead Attorney and Other Counsel
(Résumés and Information)

EDWARD Z. KOTKIN

A lawyer with twenty (20) years of experience at the intersection between the public and private sectors, seizing opportunities to apply unique, multi-disciplinary skills to the advantage of his clients.

Employment

The Law Offices of Edward Z. Kotkin, A Professional Law Corporation, Santa Ana, California
(May 2011 to Present)

- Sole practitioner representing government agencies, officials, and private parties with public matters, *e.g.*, real estate developers, permit applicants, businesses, *etc.*
- General Counsel to Waste & Recycling Services, Inc., solid waste hauling and recycling company in business thirteen (13) years, serving over four hundred (400) residential and commercial customers
- Special Counsel to VP Builders, LLC and Family Development Group, Inc., real estate developers, residential and commercial properties, nearly one thousand (1,000) production homes constructed since 2003
- Special Counsel, Government Real Estate Owned Properties, Saeed Corporation, d.b.a. "Real Estate Legends," Orange County based real estate investment company with twenty (20) years of industry experience
- General Counsel to Omicron Enterprises, LLC, Orange County based start-up real estate investment company
- General Counsel to FNS Management Inc., d.b.a. "Comfort Cottages," licensed assisted living facility in business seven (7) years
- Provided Special Counsel services to City of Azusa, California and City Council Member as special counsel re purported public integrity issue
- Served Innovative Idea Group, LLC, emerging technology company with more than twenty (20) employees and contractors, as interim general counsel & special counsel
- Worked as General Counsel, United Pacific Waste, solid waste hauling and recycling company with more than fifty (50) employees
- Advocated for a public official advancing public integrity issues re law enforcement and labor/employment matters
- General Counsel services for Spirit Youth Sports, Inc., d.b.a. Spirit League, an Orange County non-profit organization that allows children with special needs to play team sports in a positive, self-esteem building environment (*Pro Bono*)
- AV® Rated Attorney – top rating of legal ability and general ethical standards possible, based upon anonymous opinions of members of the Bar and the Judiciary;
AV® Preeminent™ and BV® Distinguished™ are certification marks of Reed Elsevier Properties Inc., used in accordance with the Martindale-Hubbell certification procedures, standards and policies, see www.martindale.com/ratings for more details

Woodruff, Spradlin & Smart, APC, Costa Mesa, California (December 2005 to May 2011)

- Managed all legal affairs of growing city during fastest period of population and infrastructure growth in its history (*see Municipal Law Experience below*)
- Served as City Attorney of the City of Indio, California, population 76,036 per 2010 census
- Worked as General Counsel to Redevelopment Agency for the City of Indio and Indio Water Authority
- Created and acted as legal counsel for Eastern Riverside County Interoperable Communications Authority (joint powers agency for public safety communication)
- Provided limited deputy city attorney and/or prosecutor services to Cities of Garden Grove, Hawaiian Gardens, Palm Springs, San Juan Capistrano, and Tustin
- Completed disposition of corporate assets of solid waste hauling company
- Advocated for supermarket in proposed condemnation in the City of Lake Elsinore
- Represented a retired city manager re deposition testimony
- Assisted City of La Verne as special counsel re land use matter

**Kotkin & Associates, A Professional Law Corporation, Aliso Viejo, California
(November 2002 to November 2005), predecessor firm Bermudez & Kotkin, LLP**

- Transitioned from career as a statewide leader in criminal prosecution to the principal civil advocate for an historically underserved community
- Established and ran successful law firm staffed by up to five (5) attorneys
- Commenced provision of legal services to Indio described above *vis a vis* employment at Woodruff, Spradlin & Smart
- Led and coordinated extended multi-firm transactional and litigation representation for franchise solid waste hauler re conflict of interest matter and assignment of franchise agreement in City of South Gate
- Served as counsel for real estate investment company re multiple transactions and litigation re ownership and operation of apartment buildings
- Represented a retired city manager re controversial retirement issues

Riverside County District Attorney's Office, Riverside, California (August 1991 to November 2002)

- Led in creation, implementation and operation of multiple prosecution units within the Office's "Special Prosecutions Section"
- Prosecuted high-profile fraud cases from filing through trial, practice areas: *(i)* banking, *(ii)* commercial, *(iii)* consumer and government guaranteed loans, *(iv)* conservatorship and probate matters, *(v)* corporate embezzlement, *(vi)* counterfeiting, *(vii)* fiduciary elder abuse, *(viii)* identity theft, *(ix)* insurance, *(x)* mortgage lending, *(xi)* police, *(xii)* political and public integrity, *(xiii)* pyramid schemes, *(xiv)* real estate, *(xv)* securities
- Litigated consumer protection, environmental enforcement & occupational safety cases
- Coordinated investigations by local, state and national law enforcement agencies
- Created and administered educational programs for real estate and insurance industry professionals regarding fraud detection, investigation, and prevention

- Trained and supervised new prosecutors
- Wrote and reviewed prospective legislation
- *Awards:* Outstanding Achievement Award 2000 (Riverside County District Attorney's Office); Runner-Up Prosecutor of the Year, Int'l Assoc. of Financial Crimes Investigators, 2001
- Founded and served as Co-Chair of Real Estate Fraud Committee of California District Attorneys Association

Municipal Law Experience

City Attorney, City of Indio, California (November 2002 to May 2011)

- Drafted ordinances, resolutions, reports to public officials, policies
- Negotiated and drafted agreements, documents and reports for development projects, real estate transactions, public works (infrastructure) projects, professional services, water service
- Managed all litigation for City, Redevelopment Agency and Water Authority
- Participated in all public meetings (City Council, Redevelopment Agency, Water Authority)
- Advised the city council, officials, manager and staff for all purposes re: condemnation, conflict of interest, contracts, constitutional law, environmental (including California Environmental Quality Act and National Environmental Policy Act), election issues, ethics, franchise agreements, labor, land use, municipal code enforcement (including revision and enforcement/prosecution as City Prosecutor), Native American issues, police litigation, premises liability, public finance, public meetings law, public records act, real estate transactions, redevelopment law, solid waste, tax, fee and exaction issues, water law, zoning
- Served as member of California League of Cities, City Attorneys Division, Committee re Fair Political Practices Commission

Representative Transactions

(i) Negotiated and Drafted Disposition and Development Agreement, Redevelopment Agency of the City of Indio and Desert Community College District, *January 2011*; *(ii)* Negotiated and Drafted Annual special event agreements and permits for Coachella and Stagecoach music festivals, multiple years, most recent approval *December 2010*; *(iii)* Negotiated and Drafted Solid Waste Hauling and Recycling Franchise Agreement with Burrtec Waste and Recycling Services, LLC, *June 2010*; *(iv)* Drafted New Parks Ordinance and Regulations, *December 2009*; *(v)* Adjusted Utility User Tax via City initiated ballot initiative, three percent (3%) increase, *November 2010*; *(vi)* Drafted Indio Ticket Distribution Policy, *April 2009*; *(vii)* Created Eastern Riverside County Interoperable Communications Authority per Joint Exercise of Powers Act, five (5) member cities, *July 2008*; *(viii)* Drafted Registration and Maintenance of Abandoned Properties Ordinance, *March 2008*; *(ix)* Negotiated and Drafted Regency Realty Group "Indio Towne Center Development Agreement," Home Depot, Winco, Petco, etc., *January 2007*; *(x)* Established Indio Performing Arts Center, *June 2006*.

Representative Litigation

(i) Represented the City of Azusa and one of its city council members in purported public integrity case, request for leave to file *quo warranto* lawsuit, *September 2011* *(ii)* Reduced unjustified pass-through payments to local school district by fifty percent (50%) via settlement of litigation, *January 2008*, *(iii)* Allowed continued construction, and eventual completion and opening of Super Target store via

settlement of environmental challenge, *August 2007*; (iv) Acquired land for Indio Soccer Park via condemnation settlement, *November 2004*.

Professional Affiliations

- State Bar of California, Member Number 155588, admitted December 16, 1991
- United States District Court, Central District of California, admitted September 9, 2005
- Orange County Bar Association, Member, Member 2005 to Present
- State Bar of California, Special Master, 2004 to 2012 (accompanied peace officers serving search warrants re evidence under the control of attorneys, physicians, psychotherapists and clergy)

Education

Georgetown University Law Center, Washington, D.C. (1988-1991)

- Juris Doctor, May 1991
- Participant, Georgetown Criminal Justice Clinic, Maryland Division, 1990-1991
- Recipient, Greenfield Trial Practice Award, 1991

Haverford College, Haverford, Pennsylvania (1984-1988)

- Bachelor of Arts, Philosophy, May 1988
- Participant, "One-Year Program," Hebrew University of Jerusalem, Israel, 1986-1987

Presentations

- AB1234 Ethics Training instructor (qualified per Attorney General and Fair Political Practices Commission standards), lectured to officials of Cities of Tustin, San Juan Capistrano, San Clemente, Rancho Santa Margarita, Laguna Niguel, Laguna Beach, Indio and Hawaiian Gardens
- Presentations to the International Code Council, Orange Empire Chapter (Public Records Act), the National Association of Appraisal Regulatory Officials (Appraisals in Mortgage Fraud), the Appraisal Institute (Mortgage Fraud), the California Association of Mortgage Brokers (Mortgage Fraud), the California Trustees Association (Mortgage Fraud), First American Title Company (Electronic Recordation), and the California Electronic Document Forum (Electronic Recordation).
- Presentation to Public Agency Risk Managers Association, Southern California Chapter, December 1, 2011, "Public Records, Paper Trails, and Penalties – Catching Up with the Law on Computer Resources"
- Presentation to the Workers' Compensation Forum, 21st Annual All Day Seminar, San Bernardino, California, May 8, 2012, "Electronic Confidentiality – Computers are Forever (Public Records & E-Discovery)"
- Presentation to the National Bureau of Business Licensing Officials, Annual Conference, Anaheim, California July 12, 2012, "Adjusting to New Paradigms - Checking In & Keeping Money Local"

Languages

- Proficient in Spanish and Hebrew

PETER L. WALLIN

WALLIN, KRESS, REISMAN & KRANITZ, LLP
2800 Twenty-Eighth Street, Suite 315
Santa Monica, California 90405
(310) 450-9582, ext. 214
peter@wkrklaw.com

POSITION

Partner

EDUCATION

Boalt School of Law - J.D. 1967

University of California, Berkeley - 1962

PROFESSIONAL EXPERIENCE

Wallin, Kress, Reisman & Kranitz, LLP
1973 – Present

City Attorney Experience

- **Gardena, City Attorney: 2009 to present**
- **West Covina, Assistant City Attorney: 1990 to present**
- **La Verne, Assistant City Attorney: 1992 to present**
- **Rosemead, City Attorney: 2005 to 2007**
- **Gardena, Assistant City Attorney: January 1995 to November 2001**
- **Bell Gardens, City Attorney: 1976 to 1992**
- **Rosemead, Assistant City Attorney: 1975 to 2005**

In addition to handling all issues relating to municipal law, including personnel matters, have handled personnel, planning, CEQA, public works and civil rights litigation.

Redevelopment Agency Experience

- **West Covina, General Counsel: 1990 to present**
- **La Verne, General Counsel: 1992 to present**
- **Rosemead, General Counsel: 1975 to 2007**
- **Maywood, General Counsel: 1990 to 1997**
- **Bell Gardens, General Counsel: 1976 to 1992**
- **Lawndale, Barstow, Pittsburg, Special Counsel throughout the years**

As General and Special Counsel to the various redevelopment agencies have been involved in more than 100 governmental acquisitions and relocations, providing advice, documentation, negotiation services, relocation determinations and handling eminent domain litigation. Also handled legal services in connection with project formation including trial court and appellate court validation litigation.

Real Estate Development Experience

Negotiating, drafting and implementing development agreements including, for agencies, the Bell Gardens Bicycle Club, Toys-R-Us Shopping Center, and numerous affordable housing development projects; and for developers, Showcase at Indio Project (Indio), Filmland Corporate Center (Culver City), Pasadena Athletic Club and William Linden, O.D. (Pasadena), Fiesta Marketplace and Bauer Jaguar (Santa Ana), Costco store (Hawthorne), Vineyard Valley Shopping Center (Fontana) and Long Beach Nissan (Signal Hill).

PROFESSIONAL ASSOCIATIONS

- California State Bar, admitted 1968
- Admitted to practice in the United States District Court, Central District
- Admitted to practice in the Ninth Circuit Court of Appeals
- City Attorney's Association of Los Angeles County
- League of California Cities, City Attorney's Department

Additional Comments Explaining Capacity To Provide the Full Scope of Services

Daily Matters

Despite my contract status, I will be available to work with the successor agency staff, its attorney (the City Attorney) and oversight board as required at all times. Absent unusual circumstances, calls and e-mails will be returned within a single working day of their receipt. In addition to attending public meetings as directed, I will participate in any staff meetings and/or discussions identified by the successor agency's staff as warranting my involvement.

Because of my experience I am a useful resource for "brainstorming" solutions to daily agency issues. Usually a solution by consensus can be reached in these matters. I am comfortable with this role, whether I am working with a large group or a small one, with agency staff, counsel or oversight board members. In such daily matters, I help eliminate legally undesirable alternatives, but typically do not recommend one legal option over another. A recommendation is usually a policy choice, and not within my job description. That being said, sometimes an agency team wants the perspective that an experienced lawyer brings to the table. If asked, I will give an assessment of an option or solution to a problem.

Legal counsel to a government agency or board cannot do his/her job from the top down. Working with staff is a central piece of being a successful public lawyer. Staff members are the experts in their respective fields, but when their work crosses lines to which the board's counsel must attend, the board loses the chance to do its best work on behalf of its constituents. Quality control is a large part of the job of any counsel to a board. Making sure the agency board has the benefit of legal advice when needed ensures that the board uses its resources wisely and cost effectively.

To be effective, an attorney must understand that form and timing are sometimes as important as substance in the provision of legal services. If a board member needs a fast answer with an explanation to follow, the attorney should not delay providing advice in order to prepare a full memorandum of points and authorities.

Staying Current, Using Available Resources

Staying current is an aspect of the daily function of counsel to an oversight board of paramount importance. Applicable authority and standards are evolving, and boards that are not ahead of developments in the law will be impacted adversely and miss opportunities. The board's lawyer should provide written updates on new legislation or judicial decisions that impact successor agency operations and/or board function, and should suggest action or changes in procedures to assure compliance.

The information-sharing network among public lawyers throughout the state is extremely valuable. The California League of Cities list-serve makes it possible for successor agency attorneys to stay on top of legislative and judicial developments, and share information

gathered with their clients. I will continue to take advantage of this resource on behalf of the West Covina Oversight Board.

Ethics Issues

There is no good government without public integrity. As a former deputy district attorney with public integrity responsibilities and "AB 1234" ethics instructor, I served on the League of Cities, City Attorneys' Division committee that deals with Fair Political Practices Commission issues. That service afforded me insight into cutting-edge developments in the ethics law and regulations that pertain to the public service of Oversight Board members in their official capacities.

General Legal Experience

The oversight board's attorney will prepare and/or approve all resolutions, contracts, deeds, leases, agreements and legal documents required by the successor agency. There is no substitute for experience in these areas. I have prepared and reviewed thousands of documents of all kinds. In a city of more than seventy five thousand (75,000) people, I served as City Attorney through the administrations of five (5) City Managers and several rounds of directors. As a sustained presence working on the elected Council's behalf, I was at the center of every department's efforts. I was often responsible for writing and reviewing not only the documents referenced in this section, but also writing staff reports.

Contract review will be an important component of the oversight board's lawyer's function. Bad deals seldom get better with the passage of time, and often lead to litigation. I will provide staff with form contracts for the sake of efficiency, and draft entire agreements or isolated provisions from "scratch" as circumstances call for such legal services. I have drafted hundreds of contracts for government agencies.

Property Transactions

Successor Agencies will evolve in order to meet the needs of residents and the expectations of legislators and the state government. Much of the oversight board counsel's contract work will pertain to real property transactions. My public law experience includes the fastest period of growth in a city's history. During that time, I helped a city council realize its vision of radically improved public facilities, infrastructure and services. My work in this practice area, included (i) close cooperation with staff in the negotiation and drafting of more than a half a dozen development agreements, (ii) the refinement and amendment of development agreements dating from earlier periods of development, (iii) the accomplishment of multiple aggregations of land that had challenged the redevelopment agency for decades, (iv) numerous road expansion/widening projects, (v) implementation of extensive new water and drainage facilities, (vi) undergrounding of utilities, (vii) complex land use agreements (including alternative securitization of improvements and completion of abandoned projects), (viii) numerous disposition and development agreements including one providing for the establishment of a college campus, (ix) extensive property sales and leasing subject to the

California redevelopment law requirement of a summary report (including a performing arts center and a college campus), (x) creation of an art in public places program, (xi) resolutions of necessity and condemnation cases including relocation and goodwill issues, (xii) inverse condemnation challenges, (xiii) leases and licenses prepared for the joint powers authority that I helped establish to assist regional law enforcement agencies in the development and implementation of an interoperable radio system, (xiv) contaminated property issues, (xv) a development impact fee study and ordinance, (xvi) controversial developer appeals regarding reductions in the approved square footage of floor plans, (xvii) land use regulatory ordinances that enhance the nature and/or quality of development projects and life in the community, and (xviii) close cooperation with staff on annexation and Local Agency Formation Commission issues.

Settlements and Trials

Evaluation of disputes and dispensation of litigation advice is not a "cookie-cutter" process that lends itself to succinct discussion. However, almost every case has a settlement value. There are few "good" lawsuits filed, and a successor agency board lawyer who advises his/her client to fight a case because the agency board's position is "right," or because the board is likely to prevail does his/her client a disservice.

Legal fees, even those proposed by my firm, will be a financial challenge for the West Covina successor agency and oversight board. Further, it is often the case that the cloud cast by litigation over a community causes intangible harm, or delays a project. Regrettably, some lawsuits must be fought, even with the potential for a "loss," rather than settled. Identification of those matters is a matter of policy, and not the province of the agency board's lawyer. The keys to an attorney's successful evaluation of any actual or potential litigation matter are: (i) knowing the board's priorities, (ii) understanding the significance of the contested issue, e.g., does a contemplated settlement create an unacceptable precedent, and (iii) being familiar with the agency's financial resources.

As a deputy district attorney, I litigated hundreds of contested matters. As principal attorney for an actively growing and developing city with a redevelopment agency and water authority, I supervised many litigators with varied experience on a tremendous variety of cases, and refined the judgment upon which the West Covina oversight board can depend.

References, Hourly Rates & Alternative Compensation

REFERENCES

Name and Address	Municipality & Position	Telephone Number	Email Address
Gene Gilbert 81-871 Arus Avenue Indio, CA 92201	Indio, Council Member (2001-2010) Candidate (Present)	(760) 347-2505	ggilbert4indio@aol.com
Keith Hanks City Hall 213 E. Foothill Blvd. Azusa, CA 91702	Azusa, Council Member (2005-Present)	(626) 812-5239	khanks@ci.azusa.ca.us
Jason Simpson City Hall 300 North "D" Street San Bernardino, CA 92418	City of San Bernardino, Finance Director (2012-Present)	(909) 384-5242	simpson_ja@sbcity.org

HOURLY RATES

- Attorney Two Hundred Dollars (\$200.00) per Hour
- Contract Paralegal One Hundred Dollars (\$100.00) per Hour
- Contract Investigator One Hundred Dollars (\$100.00) per Hour
- Part Time/"Temp" Clerical Staff As incurred

ALTERNATIVE COMPENSATION

To assist the oversight board in managing its administrative budget, the firm is amenable to an alternative compensation plan - a "flat" fee for legal services in the amount of two thousand five hundred dollars (\$2,500.00). This flat fee would exclude costs and expenses incurred, and any extraordinary fees attributable to litigation services and/or special projects.

Polsinelli Shughart^{LLP} RECEIVED

JUL 24 2012

CITY CLERK'S OFFICE
CITY OF WEST COVINA

Lisa Greer Quateman
(310) 203-5303
(310) 861-1091 Direct Fax
lquateman@polsinelli.com

1801 Century Park East
Suite 1801
Los Angeles, CA 90067
(310) 556-1801
Fax: (310) 556-1802
www.polsinelli.com

July 23, 2012

City of West Covina
City Clerk's Office
Atten: Sue Rush
1444 West Garvey Avenue.
West Covina, California 91765

Ladies and Gentlemen:

Polsinelli Shughart LLP (Polsinelli) is pleased to submit this statement of qualifications to the Oversight Board to the Successor Agency to The Redevelopment Agency of the City of West Covina, California (Oversight Board) to provide legal services on matters relating to Oversight Board operations, lending practices for development projects and other corporation services and activities.

Last summer my former law firm, Quateman LLP, joined forces with Polsinelli to establish Polsinelli's first California office. Quateman LLP had been California's largest women-owned bond counsel law firms. Our California team and our nationwide team of attorneys at Polsinelli have extensive experience in connection with advising public bodies on the myriad issues that the Oversight Board is facing, including in numerous situations like this one: the Oversight Board is implementing the requirements of new statutes (including new AB-1424 in addition to ABX 1-26) that has not been implemented or thoroughly tested yet. Our experience includes California's Brown Act, Political Reform Act and Public Records Act. We offer the Oversight Board cutting-edge public finance, redevelopment-funded development project and activities services, loan services and public contracting services

Polsinelli is uniquely qualified to assist the Oversight Board, and has the independence that the Oversight Board requires.

Thank you for your consideration.

Sincerely yours,



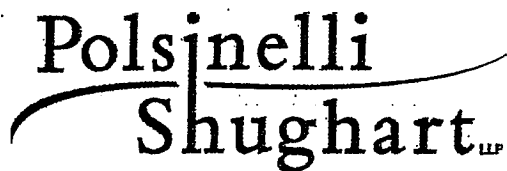
Lisa Greer Quateman
Managing Partner - Los Angeles

LGQ:kc

cc: Timothy J. Reimers, Esq.

Chicago | Dallas | Denver | Edwardsville | Jefferson City | Kansas City | Los Angeles | New York
Overland Park | Phoenix | St. Joseph | St. Louis | Springfield | Topeka | Washington, DC | Wilmington

Polsinelli Shughart PC. In California, Polsinelli Shughart LLP.



**STATEMENT OF QUALIFICATIONS
TO PROVIDE LEGAL SERVICES FOR THE OVERSIGHT
BOARD TO THE SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE
CITY OF WEST COVINA, CALIFORNIA**

Contact:

**Lisa Greer Quateman
(T): (310) 556-1801
(F): (310) 861-1091
lquateman@polsinelli.com**

and

**Timothy J. Reimers
(T): (310) 556-1801
(F): (310) 861-1734
treimers@polsinelli.com**

July 24, 2012



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Attorney Biographies Appendix A

Polsinelli Shughart LLP provides this material for informational purposes only. The material provided herein is general and is not intended to be legal advice. Nothing herein should be relied upon or used without consulting a lawyer to consider your specific circumstances, possible changes to applicable laws, rules and regulations and other legal issues. Receipt of this material does not establish an attorney-client relationship with respect to this matter.

Polsinelli is very proud of the results we obtain for our clients, but you should know that past results do not guarantee future results; that every case is different and must be judged on its own merits; and that the choice of a lawyer is an important decision and should not be based solely upon advertisements.

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GENERAL INFORMATION

Brief Description and History of Polsinelli

Polsinelli Shughart (Polsinelli) is pleased to submit this statement of Qualifications to provide legal services for the Oversight Board to the Successor Agency to The Redevelopment Agency of the City of West Covina, California (RFQ). Polsinelli is uniquely qualified to provide legal service in the categories of public finance, public contracting, redevelopment projects and activities, real property disposition, loans, construction management, construction contracts, public bidding and litigation. Polsinelli welcomes an opportunity to serve the Oversight Board as described in the RFQ.

Polsinelli is a national law firm with over 600 attorneys in 16 cities across the country, and deep roots in Southern California. We have a national financial services practice, comprised of over 120 attorneys. Polsinelli's public finance team has the ability to draw upon the resources of the firm's highly experienced attorneys in offices across the country, including Los Angeles, Chicago, Dallas, Denver, Kansas City, New York, Phoenix, St. Louis, Washington, D.C. and Wilmington. The firm has a lengthy history of helping clients succeed.

Polsinelli is one of the top 100 law firms in the country, based on number of attorneys, according to The National Law Journal. In July 2011, Polsinelli acquired Quateman LLP, California's largest women owned Bond Counsel firm. Lisa Greer Quateman is the proposed lead attorney for this engagement, together with Tim Reimers. Both have worked on many redevelopment, finance and real estate matters for government clients.

Polsinelli has both the breadth and depth of practice and the specific experience needed to effectively and efficiently serve the Oversight Board and to provide legal services in connection with the Oversight Board's responsibilities. In terms of substantive expertise, our firm offers an ideal combination of expertise in the areas of law that are applicable to this engagement, including banking, bankruptcy, corporate and debt securities, corporate governance and real property transactions.

Polsinelli believes that the key to building a successful law firm is listening to our clients and partnering with them to help them reach successful results. According to BTI, the leading provider of strategic research for law firms, Polsinelli climbed to the 26th position nationally for providing outstanding client service among firms serving Fortune 1000 companies. Equally impressive is Polsinelli's move up in the rankings. Our firm jumped more than 100 positions from the 2011 report. BTI begins its survey with the 650 core law firms serving large and Fortune 1000 clients. Of those surveyed, clients nominated just 306 for superior client service in 2011. Only 30 law firms distinguished themselves as the absolute best. The findings are based solely on client

Commitment to Los Angeles

Our Los Angeles attorneys are committed to the vitality, economic development and sustainability of the Southern California business community and have served on a number of boards, commissions and other civic organizations, including the Los Angeles Area Chamber of Commerce; Southern California Leadership Network; Commercial Real Estate Women - Los Angeles; the State Bar of California Corporations Committee; City of Hope; Arthritis Foundation, Pacific Region; Women Lawyers Association of Los Angeles; the Good Hope Medical Foundation; and Value Schools, a Los Angeles charter school; and as a director of the Community Television of Southern California, the Los Angeles based non-profit PBS broadcasting and production affiliate of KCET; Los Angeles Philharmonic; Occidental College; the Colburn School, a Los Angeles based school for young musicians; National Association of Bond Lawyers Securities Law & Disclosure Committee; Municipal Law Committee; and the Pasadena Athletic Association.

The attorneys in Polsinelli's Los Angeles have been leaders in the Los Angeles legal community for over twenty-five years. Polsinelli anticipates growth in its Los Angeles office.

surveys and not information provided by the law firms. Comments from clients and general counsel include praising Polsinelli Shughart for "thinking outside the box in how they service their clients" and "providing outstanding service for a reasonable price."

Polsinelli's public finance team has wide-ranging experience and offers the Oversight Board cutting-edge legal services in connection with public contracting, public finance, redevelopment-funded development projects and activities, loans and the disposition of properties. Polsinelli has worked on hundreds of financings for various cities and their local agencies. This experience uniquely qualifies Polsinelli to serve the Oversight Board as requested in the RFQ. As described in more detail below, our unique experience allows us to efficiently assist the Oversight Board in connection with, among other things:

- Advising the Oversight Board on legal authority and liability for actions taken in the ordinary course of business;
- Advising the Oversight Board on actions necessary to protect the Oversight Board members from personal liability and protect the assets of the dissolved agency from liability and attachment;
- Reviewing and advising the Board on the recommendations from City/Successor Agency staff regarding contracting issues;
- Reviewing and advising the Oversight Board on recommendations from City/Successor Agency on refinancing matters, overseeing completion of redevelopment projects and disposition of property and other assets;
- Advising with respect to legislative matters which may affect the Oversight Board (exclusive of lobbying);
- Representing the Oversight Board in connection with any inquiry, investigation, audit or other proceedings of State regulatory agencies;
- Representing the Oversight Board in any litigation brought by or against or otherwise involving the Oversight Board or assist the Oversight Board in contracting for specialized litigation counsel and overseeing outside counsel's work; and
- Engaging in any other legal matter reasonably requested by the Oversight Board.

Polsinelli provides a wide range of services to private and governmental clients in the areas of municipal and political law, such as statutory, ordinance and charter interpretation and drafting, open meetings laws such as the Brown Act and the Bagley-Keene Open Meetings Act, Political Reform Act, Public Records Act, fair political practices and public affairs and not-for-profit corporate issues. These matters also include campaign finance and PAC contribution regulation. Our services also include advice and assistance regarding conflicts of interest, disclosure and filing requirements. Ms. Quateman served for eight years as a commissioner for the City of Los Angeles Industrial Development Authority, appointed and re-appointed by two successive Mayors, and was honored for her service by the Los Angeles City Council.

Polsinelli's Team

Polsinelli adopts a team approach in its role as counsel. This involves close communication and coordination with the client and client's staff. Generally, Polsinelli's designated lead attorney will form a team of attorneys and legal assistants for each transaction. In this way, we maintain

quality control and continuity. Each of the firm's attorneys and legal assistants has worked on numerous transactions.

Lisa Greer Quateman and Timothy J. Reimers will be the team leaders serving the Oversight Board if asked to serve. The following is brief information regarding the team leaders. Please see Appendix A – Attorney Biographies for full biographies of each of our team leaders and for the other attorneys that are part of Polsinelli's team:

Lisa Greer Quateman (*Managing Partner – Los Angeles*), Juris Doctorate from University of California, Los Angeles – Ms. Quateman is the managing partner of the California office and a noted authority in public law and public finance matters. Ms. Quateman has confronted virtually every type of transaction and issue and has been recognized as a leading attorney in numerous publications. Ms. Quateman is a frequent speaker at conferences and continuing education programs for the California Public Finance Conference, the State Treasurer's Office, the League of California Cities, the California Debt and Investment Advisory Commission, Airports Council International-North America and the American Association of Port Authorities. She is at the forefront of financing issues and has experience advising issuers on new programs and complex financings. Ms. Quateman is a former member of the Board of Directors and Chair of the Legislation Committee of the Industrial Development Authority, City of Los Angeles, an authority responsible for the issuance of industrial development bonds in the City of Los Angeles, having been appointed and reappointed by Mayors Riordan and Hahn. She is a frequent speaker at conferences and continuing education programs including for the California Public Finance Conference, the California State Treasurer's Office, the League of California Cities, the California Debt and Investment Advisory Commission and ACI-NA. Ms. Quateman is at the forefront of financing issues and has experience advising issuers on new programs and complex financings.

Ms. Quateman is a past Chair of the Arthritis Foundation, Southern California Chapter. She belongs to the Los Angeles County and New York Bar Associations and the National and California Associations of Bond Lawyers. She was a member of the Corporate Law Departments Committee and the Education Committee of the Business Law Section of the State Bar of California. She served as Associate Editor of the 1996 State Bar Annual Review of Recent Business Law Developments and was formerly Co-Editor of California Legislative Bulletin. Ms. Quateman can be reached at lquateman@polsinelli.com. Her direct telephone number is (310) 203-5303 and her office address is 1801 Century Park East, Suite 1801, Los Angeles, California 90067.

Timothy J. Reimers (*Shareholder*), Juris Doctorate from the University of Connecticut – Mr. Reimers is a team leader for Polsinelli's public finance endeavors, with particular experience relating to municipal law and securities. Mr. Reimers has served as Bond Counsel, Disclosure Counsel, Underwriters' Counsel, Bank Counsel and Issuer's Counsel, including in connection with lease financings, tax allocation bonds, utility revenue bonds, general obligation bonds, revenue bonds, water financings, power financings, economic recovery bonds, taxable bonds, TRANs, mortgage bonds, refunding bonds, lease revenue bonds, liquidity substitutions, commercial paper notes, auction rate securities and fixed and variable rate revenue bonds. Mr. Reimers is a member of the National Association of Bond Lawyers Securities Law and Disclosure Committee and Municipal Law Committee, as well as the American Bar Association's State and Local Government Law Section Public Finance Committee. Mr. Reimers has led training seminars on topics, including disclosure responsibilities and compliance

with rules promulgated by the Securities and Exchange Commission, for staff and attorneys on various issues of securities. Mr. Reimers is also a part of the advisory Council for *The Bond Buyer's* California Public Finance Conference and has been a featured speaker. Mr. Reimers can be reached at treimers@polsinelli.com. His direct dial telephone number is (310) 203-5316 and his office address is 1801 Century Park East, Suite 1801, Los Angeles, California 90067.

Polsinelli's Southern California team also includes:

- Tracey M. Ginn, Corporate Law, Corporate Finance and Securities, Mergers and Acquisitions, Venture and Private Equity Capital
- Wesley D. Hurst, Commercial Litigation
- Arthel McDaniel, Tax Credit Finance and Development, Affordable Housing, Capital Markets, Commercial Lending
- Eric B. Blum, Real Estate Finance and Real Estate Development/Transactions
- Michael Cutler, Financial and Fiduciary Litigation, Commercial Litigation, Product Liability

Please refer to our website at www.polsinelli.com for additional information about our practice areas and professionals.

Assembly Bill X1 26 Experience

Polsinelli is ahead of the curve with respect to understanding and advising interested parties in connection with AB X1 26 and AB 1424. Polsinelli has assisted finance clients with understanding, among other things:

- The dissolution of redevelopment agencies and the design of successor agencies;
- The authority, rights, powers, duties and obligations vested in successor agencies;
- The scope and challenge of identifying enforceable obligations under the changes to the Health & Safety Code;
- The ability of successor agencies to cease performance and terminate certain agreements that do not constitute enforceable obligations.

Polsinelli's experience with lenders, municipalities and others affected by the legislative changes under ABX1 26 and AB 1424 uniquely qualifies Polsinelli to provide the services to the Oversight Board identified in the RFQ.

Real Estate Experience

As more fully described below, Polsinelli regularly serves as counsel in significant transactions and has tremendous experience with property disposition programs and closings such as will be required by AB X1 26.

The Polsinelli Real Estate group is structured with a focus on providing comprehensive representation to our clients as they navigate the challenging waters of new real estate development and redevelopment, reutilization of existing facilities, and simple and complex real estate transactions.

Polsinelli's attorneys have served as counsel in numerous property matters. Our expertise includes:

Zoning and Land Use Entitlements:

- Zoning, special use permits, master plan approvals
- Platting, subdivision of property
- Variances, ordinance amendments, legislative initiatives
- Permitting
- Clean Water Act compliance – Section 404 permits
- Wetland mitigation
- Sewer and water district formation
- Annexation

Project Financing:

- Special obligation bond financing
- Tax increment financing districts
- Transportation development districts
- Community development districts
- Special benefit districts – off-balance sheet financing
- State and federal tax credits

Transactions:

- Buy-sell agreements
- Leasing
- Joint ventures

For example:

- Polsinelli's Los Angeles team recently served as Special Counsel to the FDIC in connection with (i) the development and implementation of a pilot program to securitize approximately \$471 million of performing single family mortgages from sixteen failed banks and (ii) the re-securitization of approximately \$1.4 billion of previously issued residential mortgage-backed securities.
- Polsinelli's Los Angeles team represented the Cities of Los Angeles and Long Beach in connection with contractual and real estate matters in the development of the Alameda Corridor High Speed Rail Project. In this capacity Polsinelli attorneys handled issues concerning easements, utility relocations, pipelines and joint use agreements.
- Polsinelli represents the Alameda Corridor Transportation Authority with respect to a series of complex property disposition matters, including dispositions involving private parties and multiple governmental agencies, negotiation of rights-of-way reassigned due to highway and other needs and multi-user easement access projects.
- Polsinelli's attorneys have significant expertise in the bulk sale of commercial, industrial, retail, mixed-use, vacant and multi-family properties. The firm has worked on literally hundreds of complex portfolio and asset disposition transactions. Firm attorneys are experienced in the interpretation and implementation of the state and federal statutory framework and other laws and Polsinelli's attorneys are effective, efficient dealmakers who close transactions on very demanding timetables.
- On behalf of the Los Angeles Unified School District, we prepared a Real Estate Acquisition and Construction Procedures Manual. This Manual, together with a Site Acquisition Checklist that we also prepared, were tailored to the District and designed to provide detailed, user-friendly guidance and information to District personnel on real estate site acquisition, construction and state funding. This work entailed assistance with transaction structuring, including analysis. As part of this engagement, we worked with District personnel, whose work involved many different departments and disciplines, including

Project Management, Design, Community Outreach, Environmental Health and Safety and Grants and Funding, among others.

- Recently, for the FDIC, Polsinelli attorneys prepared a standard form of purchase and sale agreement for the bulk sale of real property located in the United States, together with forms of bidders' instructions, website disclaimers, grant deeds, bidders' certificates and a standard form addendum for local real estate professionals to use in connection with sales of properties on behalf of the FDIC as Receiver.
 - On behalf of Knott's Berry Farm, we negotiated and documented all of the construction agreements for the development of one of Knott's Berry Farm's featured attractions, Mystery Lodge. Subsequently, we developed a contract form system for contractors, architects, engineers and construction and maintenance-related outside contractors.
 - As lead counsel for the RTC, the firm handled the documentation and closing of successful sealed bid sales from an eighty-property, \$190,000,000 portfolio disposition of vacant, commercial, multi-family and industrial REO, which sales were primarily made to small investors. In addition to addressing specific legal concerns of these parties, we gained experience successfully closing transactions with them. On behalf of the RTC, Lisa Greer Quateman was a presenter at RTC public outreach programs to explain its asset disposition initiatives.
 - For Catholic Health Initiatives, a national hospital system, leasing of medical offices, on and off campus spaces and administrative facilities; assistance with construction of new facilities and relocations, including structuring joint ventures, financing, negotiating construction agreements and obtaining entitlements.
 - Polsinelli represents prominent National Developers - Primary development counsel for multiple regional shopping centers. Secured development approvals and addressed tenant issues for multiple anchors, big box retailers, restaurants, movie theaters and other retail tenants. Oversaw financial incentives, development approvals and construction issues related to development and redevelopment of shopping centers.
-
- Regional Lifestyle Shopping Center - Representation of developer in obtaining annexation, development, land use and zoning approvals, including granting of governmental incentives, such as sales tax revenue sharing agreements, for a 900,000-square-foot retail center and town home development and the successful development and operation of the retail center.
 - Trial Courts of Arizona, Maricopa County - Representation of Maricopa County, Arizona on development of \$339 million, high-rise, criminal courthouse; the largest locally funded public works project in Arizona history. Representation included coordinating and developing the court's role as the main user of the project, including aspects of the unique design and programming of the courthouse, programming, reviewing and commenting on designs, specifications, victim rights and ADA compliance, and, generally, translating the Court's needs into concrete designs and specifications.
 - Extell Development Company - Representation of owner/developer with respect to a series of acquisitions and assemblages (and the related air rights) in various parts of Manhattan, New York (including the neighborhoods of Midtown, Upper West Side, Upper East Side, Times Square, Hell's Kitchen, and Chelsea) for the development and new construction or

conversion into luxury residential and mixed-use condominium properties, including the well-known Orion, Ariel East and West, Altair and Lucida Condominiums.

- Suburban Mixed Use Project - Representation of a developer in redevelopment of a block and a half in downtown Arlington Heights, Illinois. The transaction included the negotiation of a tax increment financing-based redevelopment agreement with the Village. Successful representation of our client occurred in the face of significant organized opposition, including petitions by thousands of residents and litigation. Representation included preparation of reciprocal easement and operating agreement, Final planned unit development and plat approval, street vacation, establishment of joint ventures, leasing of space and numerous other issues.
- Bond Financed Mixed Use Commercial Project - Representation of purchaser of mixed-use project consisting of residential, retail and office space situated on 9.4 acres in downtown San Francisco and refinanced by the proceeds of two series of variable rate revenue refunding bonds.
- Public and Private Development Project Financing - On behalf of such public entities as the Alameda Corridor Transportation Authority and Metropolitan Water District of Southern California, we have handled surplus property disposition, dealt with joint use documents involving other public agencies and road dedication and construction documents, and assisted in resolving and negotiating significant title issues with respect to the disposition of environmentally sensitive property.
- Los Angeles Department of Fire and Police Pensions - Handled numerous transactions, including review of title documents, surveys and environmental reports in connection with a \$44 million office building acquisition in Portland; preparation of a legal opinion, review of loan documents, review and negotiation of a guaranty and provision of advice regarding groundwater contamination in connection with the acquisition of a shopping center in Georgia and assumption of a \$16 million loan; review of loan documents and preparation of a legal opinion in connection with the assumption of a \$29 million loan for a property acquisition in Arizona; negotiation of loan documents for a \$20 million loan secured by a Chicago apartment building; and review of closing documents for a real property acquisition in Texas.
- California Public Employees' Retirement System ("CalPERS") - As a firm on the approved list of real estate counsel for CalPERS and its advisors and discretionary partners, we provided continuing assistance to CalWest Industrial Properties, LLC, a joint venture between CalPERS and RREEF Management Company, and assisted CalWest in negotiating and drafting large industrial leases and related matters. We handled over 90 matters for CalWest, including successfully negotiating a 10-year lease with a publicly traded biotech company for an approximately 320,000 square foot industrial building in Carlsbad, California.

Municipal Distress Practice

Polsinelli's municipal recovery practice assists issuers, banks and other public finance participants with addressing challenges in the public finance markets. Where advisable, we seek to assist distressed issuer clients to obtain access to capital markets at the best available rates. We can work with issuers, borrowers and banks to restructure debt and derivative portfolios, monetize assets, address expenses, rebuild revenues, and enhance economic performance. In

these respects our public finance team works with Polsinelli's skilled labor and employment, bankruptcy, real estate, and tax and government relations professionals to provide comprehensive counsel.

State and Local Public Policy

Polsinelli's public policy group can give you the strategic voice you need to prevail. We are committed to delivering positive outcomes for you. That may mean advancing the enactment of a law or a decision by the Assembly or a State agency. In other instances it may mean amending legislation, slowing its consideration or stopping it altogether. In each instance achieving your goal is our objective. That commitment has earned, or saved, our clients billions of dollars for more than two decades. We have worked for our clients to enact favorable provisions in the Tax Code, direct billions of dollars in federal funds to local governments, hospitals, colleges and universities, obtain critical changes in federal statutes that define eligibility standards for health care products and services, and make it possible for our clients to win contracts for their products and services.

We turn challenges into opportunities every day for our clients. Our successes are the product of creativity, ingenuity, determination, tenacity and an overriding desire to succeed for our clients. The successes we have earned for our clients are grounded in the wisdom of a combined 100 years of Washington policy arena experience. The experience of our public policy group is complemented by our skills in multiple-policy disciplines including federal and state taxation, health care, energy, budget and appropriations, First Amendment and commercial speech, telecommunications, the Internet and computer technology, privacy and intellectual property.

We have access to policymakers not only because of our political involvement but because we are viewed by lawmakers and staff as thoughtful and knowledgeable advocates with substantive experience. The success of our public policy practice can be attributed in large part to our in-depth policy expertise on a wide range of issues. This level of knowledge has made us trusted advisors not only to our clients but to lawmakers and staff who rely on us for policy guidance. Our guidance is effective because of our unique ability to translate complex matters into easily comprehensible terms and to make the most persuasive case.

Summary of Public Finance Experience

Polsinelli is the ideal choice to provide public contracting, public finance, redevelopment-funded development projects and activities, loans, disposition of properties and related legal services. Polsinelli is one of the most active law firms in the public finance marketplace, having served as counsel in connection with the issuance of billions of dollars of bonds and other obligations and hundreds of financings for various cities, states and local agencies.

Polsinelli's reputation is built on innovative work in a wide range of projects and programs financed with public securities, whether tax-exempt or taxable, for municipal or private borrowers. We have industry knowledge and strong working relationships with major public finance market participants and extensive experience with a wide variety of sophisticated transactions.

An example of the firm's expertise in drafting documents in compliance with a unique, complex statutory and regulatory scheme includes its work on behalf of the State of California in connection with the State's Economic Recovery Bonds. Like what you as Oversight Board members are facing, this was a new statute and structure. These securities were the first of their

kind, involving a new bond structure never used in California. They are double-barreled bonds that are secured by general obligations and sales tax. Polsinelli was brought into the transaction to assist with the development of the program, interpret two new laws and extensively liaise with numerous state agencies whose sales tax collections impact repayment of the Economic Recovery Bonds. We had principal drafting responsibility for, among other things, the Economic Recovery Bonds Implementation Agreement among the State Department of Finance, State Controller, State Treasurer and State Board of Equalization. The State Departments of Housing and Community Development and Department of Motor Vehicles were also involved. In addition to serving as co-bond counsel with regard to these issuances, Polsinelli's attorneys served as counsel with regard to the related validation lawsuit and assisted with the preparation of an implementation manual for State employees.

Our service level is outstanding. Recently, the Chief Operating Officer of a large issuer wrote the following about a finance transaction in which members of Polsinelli's team served in Bond Counsel and Disclosure Counsel roles:

[I] wanted to ... sincerely thank you for an outstanding contribution to addressing my #1 concern at the beginning of the process, which, as you know, was market timing. I really do appreciate how you ran your part of the process and the contribution it made to getting us to market in the right window and doing it without anxiety. It is a great pleasure to have you on the team and I really like your approach to the whole engagement.

Polsinelli has made major investments in building sophisticated public finance securities, structured finance, government relations and public policy practices, among others, and has made significant investments in technology and communications. Our sophisticated systems make it possible to connect our lawyers to clients without regard to the location of any individual. Our systems provide state-of-the-art, immediate access to our lawyers.

The attorneys in Polsinelli's public finance group have the knowledge and experience to provide the services the Oversight Board needs. The representation of state and local governments in financing transactions requires a broad base of legal knowledge and skills, as well as the business acumen and common sense to effectively and efficiently meet the client's goals. Polsinelli's public finance team has significant expertise in all aspects and phases of public finance matters.

Polsinelli's Public Policy practice group is based in Washington, D.C., but is supported by our regional offices, and is committed to delivering positive outcomes for our clients. Our attorneys have extensive experience and knowledge of the laws and procedures at each level of government. At the state and local level, they have worked with planning commissions, city councils, county commissioners, economic development organizations, and other entities to achieve success for our clients.

Polsinelli's public finance team is recognized as leading securities law authorities, both in providing initial and continuing disclosure services, and in providing education for public officials and transaction participants. We provide essential disclosure and due diligence counsel and assist public finance issuers, conduit borrowers and underwriters meet their securities obligations in connection with initial and continuing disclosure. In addition to being a leader among Disclosure Counsel and securities counsel, Polsinelli's public finance

The work performed by Polsinelli's California office has been listed as high as #9 Disclosure Counsel - New Issues by Thomson Municipal. *The Investment Dealer's Digest* has listed the work performed by Polsinelli's California office in its top ten Disclosure Counsel nationwide.

team has been selected to serve as securities counsel in connection with a number of sophisticated and complicated new credit transactions.

Polsinelli public finance attorneys take an active approach to identifying and addressing potential disclosure issues.

We pride ourselves on staying abreast of our clients' business and operations and regularly interacting with issuer staff, accountants and attorneys. Due to our close work with our issuer clients, Polsinelli's public finance team is able to efficiently monitor business, operating and legal issues and provide timely legal assistance in connection with disclosure issues.

REFERENCES

James Preusch, Chief Financial Officer, Alameda Corridor Transportation Authority, (310) 847-4314;

Raymond Ilgunas, General Counsel, Los Angeles World Airports, (424) 646-5194;

Christine Hach, Administrative Services Director/Assistant City Manager, City of Gardena, (310) 217-9516.

CONFLICTS OF INTEREST

At present time, Polsinelli has no arrangement or representation with any party that may interfere with our ability to provide independent and unbiased advice and recommendations to the Oversight Board with respect to the proposed transactions. However, Polsinelli represents a number of public finance participants, such as underwriters, governmental entities, utilities and investment bankers, in relation to our public finance practice. Our representation of such parties has not interfered with the proper exercise of our independent professional judgment and our fiduciary duties in similar engagements. At this time, the interests of the Oversight Board and Polsinelli's other clients are not adverse. If a dispute should arise between the Oversight Board and a client that Polsinelli represents in other matters beyond normal contract negotiations, requests for waivers may be necessary and the firm would contact the Oversight Board immediately. Polsinelli does not currently have, nor do we anticipate having, any other engagement that would require a conflict waiver by the Oversight Board.

FEE PROPOSAL

Polsinelli proposes to provide advisory work on an hourly basis. The following are hourly rates for the California-based attorneys who will provide services to the Oversight Board. These rates are current as of July 2012 and the proposed rates represent a significant discount. We propose to increase these rates 3% as of September 1st of each year, consistent with firm practice. The rates of our other attorneys are comparable and present excellent value.

Attorney	National Rate	Proposed Rate
Lisa Greer Quateman	\$550	\$450
Timothy J. Reimers	\$450	\$350
Tracey M. Ginn	\$475	\$375
Wesley D. Hurst	\$580	\$480
Arthel McDaniel	\$345	\$300
Eric B. Blum	\$400	\$300
Michael P. Cutler	\$360	\$260

Polsinelli
Shughart

In addition to legal fees, Polsinelli charges for approved out-of-pocket disbursements, including printing as applicable. Costs are always kept to a minimum and rarely exceed 10 percent of the fees.

Appendix A

Attorney Biographies

Polsinelli Shughart

LISA GREER QUATEMAN
Partner

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Los Angeles, New York
Phone: 310.203.5303
Fax: 310.861.1091



Lisa Greer Quatemán serves as outside counsel for numerous large and middle market companies, financial institutions and federal, state and local governmental entities.

She is a frequent speaker at conferences and continuing education programs, including the Special Assets Management Association, Crocker Symposium, California Public Finance Conference, the California State Treasurer's Office, the League of California Cities, the California Debt and Investment Advisory Commission, the American Association of Port Authorities and Airports Council International-North America. Ms. Quatemán is at the forefront of financing issues and has experience advising on new programs, disclosure obligations and complex financings. In addition, Ms. Quatemán has worked on hundreds of debt offerings and loan restructurings.

Ms. Quatemán was appointed and reappointed by former Los Angeles Mayors Riordan and Hahn to the Board of Directors of the Industrial Development Authority, City of Los Angeles, which issues industrial development and empowerment zone bonds in the City of Los Angeles. She served in that capacity for eight years and was honored for her service by the Los Angeles City Council.

In the non-profit arena, Ms. Quatemán is currently on the Advisory Board of CREW-LA, the Los Angeles member organization of Commercial Real Estate Women, and is a past President, National Delegate and General Counsel. She is a past Chair of the Arthritis Foundation Chapter governing Southern California and several other States, and served on the Board of Directors for nearly twenty years.

She is a graduate fellow of Leadership LA and serves on the Board of Directors of the Southern-California Leadership-Network. This is a leadership development program for mid-career executives, which is affiliated with the Los Angeles Area Chamber of Commerce. She has served on numerous other non-profit and charitable boards.

She also has served on the Education Committee of the State Bar's Business Law Section, as Associate Editor of the State Bar Annual Review of Recent Business Law Developments and as Co-Editor of the California Legislative Bulletin. Ms. Quatemán served as a Consultant for two books: *Counseling California Corporations*, and *Mortgages and Deeds of Trust*, both published by California Continuing Education of the Bar.

Memberships and Affiliations

- State Bar of California
 - Business Law Section
- State Bar of New York
- National Association of Bond Lawyers
- UCLA Real Estate Alumni Group
- Corporations Committee
- Completed the UCLA Extension Department of Business and Management Environmental Law Specialty Course
- Active member of the City of Hope Board of Governors

Distinctions

- Selected for inclusion in *The Best Lawyers in America*® 2006-2012, Public Finance Law

Departments

- Financial Services
- Business

Practice Areas

- Capital Markets, Commercial Lending and Project Finance
- Corporate Law
- Real Estate Finance
- Municipal Finance
- Real Estate Development/Transactions

Education

- J.D., University of California-Los Angeles, 1978,
 - Scholarship Recipient
 - Phi Delta Phi
- B.A., *summa cum laude*, University of California-Los Angeles, 1974,
 - Phi Beta Kappa
 - Dean's Honor List

Admissions

- California, 1978
- New York, 1979

- Named one of the Los Angeles' Top 100 Attorneys by the *Los Angeles Business Journal*
- Recognized as a "Woman Making a Difference" by the *Los Angeles Business Journal*
- Selected for inclusion in *Southern California Super Lawyers*, 2009-2010

EXPERIENCE

Ms. Quateman's notable experience includes:

- Special Counsel to the FDIC in connection with
 - Loss-sharing agreements
 - The development and implementation of a program to securitize single-family mortgages from failed banks
 - The re-securitization of previously issued residential mortgage-backed securities
 - Disclosure Counsel to the State of California, Department of Veterans Affairs, for its issuance of Home Purchase Revenue Bonds
 - Disclosure Counsel to the Department of Airports for the City of Los Angeles, Los Angeles International Airport, for its issuance of approximately \$1.1 billion of bonds in 2010
 - Outside general counsel and overflow corporate counsel to in-house legal teams of numerous companies in a wide range of industries
 - Advisor to banks in loan and credit matters
 - Disclosure counsel in over \$10 billion of public debt offerings in 2009 and 2010
 - Real estate counsel in acquisition of property by an investor-owned utility for electric substation uses
 - Real estate counsel for institutional trustees
 - Advisor in contract matters, privacy and data protection issues
-

Polsinelli Shughart

TIMOTHY J. REIMERS

Principal

treimers@polsinelli.com

Los Angeles

Phone: 310.203.5316

Fax: 310.861.1734



Timothy J. Reimers is a team leader in Polsinelli Shughart's public finance practice and has served as bond counsel, disclosure counsel, underwriter's counsel and issuer's counsel in a variety of public finance transactions for ports, airports, water and power districts, cities, counties, the state of California and various state agencies.

Mr. Reimers has extensive experience in real estate transactional matters, including financings on behalf of lenders and borrowers, property management, leasing, purchases and sales, mortgage and deed of trust matters, complex sale and leaseback transactions, loan restructuring and other workouts, construction contracts, formation of joint ventures, general and limited partnerships and limited liability companies, development and title matters. A significant portion of Mr. Reimers' practice involves government real estate, including surplus property disposition, joint use documents, road dedication, construction documents, title issues and management of environmentally sensitive property.

Mr. Reimers has successfully resolved numerous disputes on behalf of the Federal Deposit Insurance Corporation (FDIC) in its role as receiver for certain failed banks. Mr. Reimers also advises the FDIC and other firm clients on matters involving troubled transactions and workouts.

Memberships and Affiliations

- State Bar of California
- National Association of Bond Lawyers (NABL)
 - Securities Law & Disclosure Committee
 - Municipal Law Committee
- American Bar Association
 - State and Local Government Law Section
 - Public Finance Committee
- The Aerospace & Defense Forum
 - Los Angeles Chapter

Distinctions

- 2005 graduate of Leadership L.A.
- Completed the 2006 Kings Trail Triathlon in Maui, Hawaii to benefit The Leukemia & Lymphoma Society
- *Lambda Chi Alpha* (Riverside chapter), president and founding member

EXPERIENCE

Mr. Reimers' Public Finance successes include:

- Community Development Properties Los Angeles County, Inc. - Served as underwriter's counsel in connection with an innovative public-private partnership transaction for the development of the Los Angeles Community Development Commission's new headquarters

Departments

- Financial Services

Practice Areas

- Capital Markets, Commercial Lending
- Real Estate Finance
- Public Finance
- Real Estate Development/Transactions

Education

- J.D., University of Connecticut, 2001
- B.A., Political Science, University of California - Riverside, 1998

Admissions

- California, 2001

- Metropolitan Water District of Southern California (MWD) - Served as co-bond counsel in connection with nearly \$1 billion of water revenue bonds, including MWD's Special Variable Rate Water Revenue Bonds, which were issued as self-liquidity bonds
- Alameda Corridor Transportation Authority (ACTA) - Represented the Harbor Department of the City of Los Angeles and the ACTA in connection with initial and continuing financing of the Alameda Corridor High Speed Rail Project, a \$2.4 billion public works project which was completed on time and on budget and which eased the flow of freight rail traffic from the Ports of Los Angeles and Long Beach into downtown Los Angeles
- City of Los Angeles Board of Harbor Commissioners - Served as part of the Harbor Department of the City of Los Angeles' financing team in connection with its highly publicized and successful formal tender solicitation transactions in 2009. This transaction received Bond Buyer Deal of the Year consideration; assisted Harbor Department of the City of Los Angeles with the structuring of leases and guarantees for the Department's much heralded Clean Truck Program
- State of California Department of Veterans Affairs - Assisted the Department of Veterans Affairs in developing its credit and in 2010 was part of the financing team that created and successfully executed a new double barreled General Obligation/Cal Vets Credit in connection with the Cal Vets General Obligation Bonds
- Department of Airports of the City of Los Angeles (LAWA) - In 2009 and 2010, served LAWA as disclosure counsel and co-bond counsel in over \$2.6 billion of bonds issued to finance capital projects, including construction of various elements of the Bradley West Terminal Project and construction of the Central Utility Plan Project
- Las Virgenes Municipal Water District (LVMWD) - Served the LVMWD as bond counsel in connection with its Sanitation System Refunding Revenue Bonds issued as part of an installment purchase agreement structure to refinance certain obligations initially issued to finance improvements to the LVMWD's waste water system
- San Francisco International Airport - Advised on 11 bond series for the San Francisco Airport Commission in excess of \$1.1 billion, including six variable rate series, Build American Bonds and one of the few successful tender transactions in the municipal marketplace
- State of California - Served as counsel to the underwriters in a \$1.3 billion financing with the State of California involving the issuance of general obligation new money bonds and general obligation refunding bonds. Served as counsel to the underwriters in a \$435,145,000 issuance of lease revenue bonds, which benefited the Department of General Services, Department of Education, Department of Developmental Services and the Trustees of the California State University
- Public Utilities Commission of the City and County of San Francisco (SFPUC) - Served in a bond counsel role in connection with the competitive issuance of over \$700 million of Water Revenue Bonds by the SFPUC issued to finance, among other things, a portion of the design, acquisition and construction of various capital projects in furtherance of SFPUC's Water System Improvement Program

Mr. Reimers' Real Estate successes include:

- Federal Deposit Insurance Corporation (FDIC) - Prepared for the FDIC a standard form of purchase and sale agreement for the bulk sale of real property located in the United States, together with forms of bidders' instructions, website disclaimers, grant deed, bidders' certificate and a standard form addendum for local real estate professionals to use in connection with sales of properties on behalf of the FDIC. Prepared for the FDIC various forms of reservation of rights letters for use by FDIC officers in connection with defaulted loans, both in a receiver and conservator capacity, providing for partial reconveyances, acceptance of payment or partial payment and provision for advances under such loans
- Alameda Corridor Transportation Authority (ACTA) - Negotiated on ACTA's behalf, the acquisition of a number of replacement rights-of-way from the State of California and the Community Redevelopment Agency of the City of Los Angeles (CRA-LA) certain transaction terms. Negotiated an Easement Acquisition Agreement under which ACTA acquires from the State of California, a Master Easement Agreement for a multi-user access road, a number of street dedications, a slope, sewer and retaining wall easement, a storm drain easement and an easement for the benefit of Amtrak. Negotiated a cooperation agreement with the CRA-LA to provide certain concessions and post-closing adjustments. Negotiated with the end users of the multi-user access road, the terms of their easements to satisfy each party with respect to replacement property rights. Assisted ACTA with respect to notice requirements and structuring transactions to comply in connection with the Surplus Land Statute and with respect to

- sales of properties in compliance with the Surplus Land Statute
- Metropolitan Water District of Southern California (MWD) - Represented MWD in connection with surplus property disposition, road dedication and construction agreements
 - RREEF - Represented RREEF in dozens of leasing matters, including successfully negotiating a 10-year lease with a publicly traded biotech company for an approximately 320,000 square foot industrial building in California

Mr. Reimers' Workout/Litigation successes include:

- Represented the city of Gardena in connection with restructuring
- Represented an investor in connection with restructuring of his settlement with a California city to tax exempt obligations
- Assisted the trading branch of a major Japanese motor company in connection with the bankruptcy of its landlord; also advised major Japanese motor company in connection with a build-to-suit lease in North Carolina
- Advised ground lessor in connection with the bankruptcy and eventual foreclosure of the ground lessee
- Advised ground lessor in connection with the failure of its hotel lessee and with respect to the assumption of the lease by replacement tenants
- Successfully defended and disposed of dozens of cases in favor of the FDIC assumed by the FDIC in connection with the failure of the Washington Mutual Bank
- Obtained a judgment in favor of of the FDIC against a defendant for fraud
- Advised the FDIC, as receiver of a failed institution, in connection with a draw on a letter of credit issued to secure payment with respect to a loan from the failed institution where the facts and circumstances related to the borrower's default and the terms of the letter of credit and loan agreement posed challengers to the FDIC's right to draw on the letter of credit
- Advised the FDIC in connection with the termination of a loan commitment or revolving credit line
- Advised the FDIC with respect to loan subordination issues in connection with the certain declaration of covenants, conditions and restrictions
- Negotiated on behalf of the FDIC a sizable settlement in favor of the FDIC in connection with a dispute between a landlord and the FDIC, as Receiver regarding the removal of certain furniture, fixtures, wiring and equipment located within leased premises, following repudiation of a very large bank premises lease and the value thereof

PUBLICATIONS & PRESENTATIONS

Presentations

Mr. Reimers has led training seminars on various topics, including disclosure responsibilities and compliance with rules promulgated by the SEC for staff and attorneys on various issues of securities and opportunities for real estate lenders in the municipal markets.

Mr. Reimers has prepared educational materials and spoken on municipal finance issues at educational seminars sponsored by:

- California Debt and Advisory Commission
- Airport Council International-North America
- Macias Gini & O'Connell
- The Bond Buyer's California Public Finance Conference
- State Treasurer's Office
- League of California Cities
- American Association of Port Authorities
- The British-American Business Council
- National Association of Minority and Women-Owned Law Firms
- Los Angeles County Bar Association Real Estate Conference
- Southern California Public Power Authority and other market participants

Mr. Reimers has also been part of the advisory council for the Bond

Buyer's California Public Finance Conferences and has also been a featured speaker at the Bond Buyer's California Public Finance Conference, where he spoke on disclosure and infrastructure finance.

May 2004

Alter Ego and Adequate Capitalization: How Much Is Enough?

California Business Law Reporter

Feature article exploring the intersection of limited liability and "piercing" the corporate veil, and discussing the role inadequate capitalization plays in veil piercing analysis. This article is included as a chapter in CEB's Organizing Corporations.

Polsinelli Shughart

TRACEY M. GINN

Principal

tginn@polsinelli.com

Los Angeles

Phone: 310.203.5304

Fax: 310.861.1859



Tracey M. Ginn has over 20 years of experience advising on corporate and finance transactions, including corporate securities, legal compliance issues and contractual matters.

Ms. Ginn has extensive experience in mergers and acquisitions, joint ventures and strategic alliances, private equity, private offerings and fund formation. She advises private and public companies, from start-ups to multi-national corporations, and acts as outside general counsel for companies large and small, providing advice on entity formation, share issuances and sales, mergers and acquisitions, loan and security transactions and general commercial matters. Her experience ranges from corporate formations to commercial contracts to complex financings and securities issues, and advising boards of directors on conflict issues.

A significant portion of Ms. Ginn's practice involves acting as outside general counsel to businesses in a range of industries. Clients include entrepreneurs; manufacturers; trading companies; legal, accounting and medical professionals; entertainment industry professionals and production companies; restaurants; construction-industry contractors; financiers; financial advisers; financial service industry professionals; and high-end audio equipment manufacturers. She advises on a variety of business matters, including financing and capital raising; corporate governance; reorganizations; buy-sell arrangements; compliance issues; labor and employment issues; remuneration structures; severance arrangements; protection of intellectual property; privacy and data protection; vendor procurement; succession planning; and loss mitigation and dispute resolution, including management of cross-border disputes.

Ms. Ginn's background as a U.K. solicitor means that she is well-placed to advise on cross-border transactions. She regularly advises on inbound investments into the U.S. as well as on investments and acquisitions in the U.K. market. She has substantial experience in advising businesses on establishing and expanding operations in the U.S. from initial set-up to inter-company structuring. Also, her experience with U.K. corporate law and the U.K. financial services regime benefits clients making investments or establishing operations in the U.K. market.

Ms. Ginn also advises banks and has particular experience in FDIC-assisted transactions and loss sharing arrangements between the FDIC and banks.

Before relocating to the U.S., Ms. Ginn was a partner with the major U.K. firm of McGrigors, prior to which she gained experience as a director of a London-based investment banking firm where she specialized in advising on capital markets and pooled investment funds.

Memberships and Affiliations

- State Bar of California
- Law Society of Scotland
- British-American Business Council
- British-American Bar Association
- Association for Corporate Growth (ACG Los Angeles)

Distinctions

- Appointed a GlobalScot by the First Minister of Scotland
- Serves as Legal Counsel and Secretary and on the Board Directors of the British-American

Departments

- Business

Practice Areas

- Corporate Law
- Corporate Finance and Securities
- Mergers and Acquisitions
- Venture and Private Equity Capital

Education

- Bachelor of Laws, with honors, University of Glasgow, Scotland, U.K., 1986
- Post-Graduate Diploma in Legal Practice, University of Glasgow, Scotland, U.K., 1987

Admissions

- California, 2003
- Scotland, 1988

Polsinelli Shughart

WESLEY D. HURST

Principal

whurst@polsinelli.com
Los Angeles
Phone: 310.203.5337



Wesley D. Hurst, an experienced litigation attorney, has a highly successful record in all aspects of business litigation, construction and real estate disputes and class action defense. He also has extensive experience advising clients with insurance coverage issues. Mr. Hurst represents small, mid-size and national companies as well as individuals, bringing the same high level of commitment and professionalism to every matter.

Memberships and Affiliations

- State Bar of California
- Los Angeles County Bar Association
- American Bar Association
- Legal Aid Foundation of Los Angeles
 - Lawyers Support Committee
- UCLA Alumni Association
 - Finance Committee 2005-2009
- Pacific Palisades Recreation Center, Volunteer Coach
- Alliance for Children's Rights, Volunteer Attorney

EXPERIENCE

Wesley Hurst's Representative Experience Includes:

- Represented national general contracting firm in litigation arising from the design and construction of a \$500 million silicon chip manufacturing plant in Colorado.
- Represented institutional investor in numerous cases, including class actions, arising from the construction and sale of thousands of single family homes in residential projects throughout California.
- Represented contractor in dispute arising from the construction of a \$5 million residence in Marin County, California.
- Represented residential owner in dispute arising from the construction of an \$8 million residence in Woodside, California.
- Represented owner in a dispute with contractor and subcontractors arising from the construction of commercial buildings used for bio-tech in South San Francisco.
- Represented a national rental car company in defending against multiple representative and class actions alleging violations of various consumer statutes.
- Represented a manufacturer of personal computers in defending a consumer class action challenging the company's internet sales practices.
- Represented owners of radio stations in defending a RICO complaint based on the broadcasting of infomercials.
- Represented a national clothing chain in defending a consumer class action challenging the company's internet sales practices.
- Represented a developer in a dispute with a joint venture partner regarding the development of a golf course in Southern California.
- Represented a national retailer in lease litigation filed across the country.
- Represented equity investor in litigation and bankruptcy proceedings arising from investments in dairies.
- Represented a group of investors in a telecommunications company in litigation and bankruptcy proceedings.

Departments

- Litigation

Practice Areas

- Commercial Litigation
- Class Actions

Education

- J.D., Golden Gate University
- B.A., University of California-Los Angeles, Psychology

Admissions

- California

Court Admissions

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

NEWS

February 15, 2012 Los Angeles Office of Polsinelli Shughart Adds Litigation

Polsinelli Shughart

amcdaniel@polsinelli.com
Los Angeles
Phone: 310.203.5365

ARTHEL MCDANIEL III
Shareholder



Arthel McDaniel represents national syndicators, investors, asset managers and lenders in connection with the financing, development and operation of Low Income Housing Tax Credit projects. He works closely with clients and advises them with respect to real estate, partnership, and business issues arising from property and entity interest dispositions including strategic sales, charitable contributions, involuntary dispositions, and similar transactions. Mr. McDaniel has substantial experience assisting clients with negotiation and resolution of disputes among partners of upper and lower tier partnerships, and negotiation and documentation of loan workouts and complex capital restructurings.

Mr. McDaniel also represents domestic banks and financial institutions, private equity funds, developers, and contractors in the development, acquisition, and financing of power generating facilities and energy infrastructure; secured lending; structured trade and commodity finance; and cross-border investment, with particular emphasis on the energy and biotechnology industries.

Mr. McDaniel represents clients in a wide range of domestic and international transactions and has successfully negotiated shareholder, partnership, joint venture, and other similar agreements between parties to such transactions.

Mr. McDaniel also advises film finance funds, film production companies, record labels, and recording artists with respect to business and legal affairs. During a seven-year stint practicing law in Los Angeles, he represented numerous professional athletes and entertainers in personal service contract negotiations. Mr. McDaniel has significant experience representing production and distribution entities in the motion picture and recording industries and continues to represent entertainment clients around the country.

Mr. McDaniel's practice also includes securitization of commercial mortgage loans. Representing commercial lenders and commercial mortgage loan servicers, he has worked on the sale, securitization and servicing of commercial loans.

Memberships and Affiliations

- The Film Commission of Greater Kansas City, Board Member
- Jackson County Bar Association
- American Bar Association
- American MENSA, Ltd.
- Blue Hills Community Services, Inc., Director

Distinctions

- Selected for inclusion as an Up and Coming Lawyer by *Missouri Lawyers Weekly*, 2011
- Lecturer, Film and Media Studies Department, University of Kansas, 2009-present
- Partner, Green & McDaniel, APC, Los Angeles

Departments

- Financial Services
- Real Estate

Practice Areas

- Tax Credit Finance and Development
- Affordable Housing
- Capital Markets, Commercial Lending

Education

- J.D., University of California-Los Angeles, *National Black Law Journal*, Staff Editor
- B.A., University of Kansas, with honors; Solon E. Summerfield Scholar; Kansas University Honors Scholar; National Achievement Scholar

Admissions

- California, 2000
- Missouri, 2010

Court Admissions

- U.S. District Court, Central District of California, 2006

EXPERIENCE

Mr. McDaniel's representative experience includes:

- Represented CMBS loan seller/servicer in several multi-billion dollar securitization transactions
 - Represented management team that includes a company that has directly financed over 200 major studio films in connection with the formation and management of a \$200 million film finance fund
 - Represented national investment fund in restructuring of complex swap transaction
 - Represented numerous national syndicators and investment funds in connection with debt and equity restructurings and workouts related to their commercial real estate investments
 - Represented principal performer in negotiation of performance contract to appear in signature Cirque du Soleil production
 - Served as production counsel to motion picture production company on a \$2 million production
-

Polsinelli Shughart

ERIC B. BLUM
Associate

eblum@polsinelli.com
Los Angeles
Phone: 310.203.5314
Fax: 310.734.4961



Mr. Blum's practice encompasses a wide range of real estate transactional practice areas. He has extensive experience in acquisition and construction financing, the purchase and sale of commercial properties and unimproved land, and office and retail leasing on behalf of both landlords and tenants. He has recently devoted a significant amount of time to the representation of lenders in loan restructurings and workouts, foreclosures and deed-in-lieu transactions. Recent lender representation in nonperforming loans and distressed real estate includes residential developments, condominium projects and commercial projects.

Memberships and Affiliations

- State Bar of California
 - Real Property Law Section
- Los Angeles County Bar Association
- The Moriah Society of the American Jewish University

Distinctions

- Selected for inclusion in *Southern California Super Lawyers* as a Rising Star, Real Estate Law, 2010

EXPERIENCE

Mr. Blum's recent experience includes:

- Represented lender in acquisition loan to a major big-box retailer in Southern California
- Represented lender in construction loan for a large retail development in Los Angeles County, California
- Represented lender in negotiation and documentation of a deed-in-lieu of foreclosure transaction for a master-planned residential golf course community in Los Angeles County, California
- Represented lender in a deed-in-lieu of foreclosure transaction for a mixed-use residential and commercial development in San Francisco County, California
- Represented the Federal Deposit Insurance Corporation in connection with its pilot program to securitize approximately \$471.3 million of performing single-family mortgages from sixteen failed banks
- Represented the Alameda Corridor Transportation Authority in connection with a series of complex property disposition matters relating to the development of the federally-supported Alameda Corridor Rail Project, a \$2.4 billion public works project which has eased the flow of freight rail traffic from the Ports of Los Angeles and Long Beach into downtown Los Angeles
- Represented CalPERS and one of its discretionary partners in the negotiation and drafting of several large industrial leases
- Represented major entertainment company as tenant in lease of office building in Burbank, California
- Represented tenant in lease of 47,000 square foot warehouse for distribution of film
- Represented purchaser in connection with a sale-leaseback transaction for a 67,000 square foot office building in San Francisco, California

Departments

- Real Estate

Practice Areas

- Real Estate Finance
- Real Estate Development/Transactions

Education

- J.D., University of Southern California - Gould School of Law, 1998
- B.A., University of California-Berkeley, 1995

Admissions

- California, 1998

Polsinelli Shughart

MICHAEL P. CUTLER

Associate

mcutler@polsinelli.com
Los Angeles
Phone: 310.203.5338



Michael P. Cutler is an associate in the firm's business litigation and product liability practice groups. He has a broad range of litigation experience in both federal and state courts involving contract disputes, product and premises liability, fraud and defamation claims, transportation, real estate, and personal injury defense. Mr. Cutler has experience in cases in a variety of industries, including health care, railroad, retail and consumer, pharmaceuticals, and automotive. His trial experience includes cases in Missouri state and federal court and Kansas state court.

Memberships and Affiliations

- State Bar of California
- The Missouri Bar
- Kansas Bar Association
- Ross T. Roberts Inn of Court

NEWS

March 23, 2012 Polsinelli Shughart Expands Litigation Capabilities in Los Angeles

Departments

- Litigation

Practice Areas

- Financial and Fiduciary Litigation
- Commercial Litigation
- Products Liability

Education

- J.D., Washington University, 2006
- B.S., Statistics, *cum laude*, California Polytechnic State University, 2000

Admissions

- Missouri, 2006
- Kansas, 2007
- California, 2010



RENNE SLOAN HOLTZMAN SAKAI LLP

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July 18, 2012

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

RECEIVED

JUL 23 2012

CITY CLERK'S OFFICE
CITY OF WEST COVINA

Andrew G. Pasmant
City Manager/Executive Director
City of West Covina
1444 West Garvey Avenue
West Covina, CA 91765

Re: Response to RFQ for Legal Services for the City of West Covina Oversight Board

Dear Mr. Pasmant:

Renne Sloan Holtzman Sakai LLP, Public Law Group™, is pleased to provide a proposal for legal services for the Oversight Board for the Successor Agency to the Redevelopment Agency of the City of West Covina.

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, Public Law Group™, is exceptionally well-qualified to provide legal services to the City of West Covina Oversight Board. We currently represent four 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 City of West Covina Oversight Board. Please feel free to contact me if you have any questions.

Sincerely,

David Kahn

Attachment



**Proposal to Provide Legal Services
for the
Oversight Board for the Successor
Agency to the Redevelopment
Agency of the City of West Covina**

July 18, 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 City of West Covina Oversight Board.

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

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

Our General Government Team brings together:

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

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

II. PROPOSED LEGAL COUNSEL FOR OVERSIGHT BOARD

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

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

A. Current Oversight Board Clients

David has recently been retained by the Oversight Boards of the City of Healdsburg, the City of Salinas, City of Petaluma, and the City of Santa Monica to advise on all aspects of ABx1 26 and AB 1484, Oversight Board responsibilities, and legal issues. To the extent that research and advice is equally applicable to all Oversight Boards represented, costs will be reduced by prorating 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

Proposal to Provide Legal Services to the City of West Covina Oversight Board July 18, 2012

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. Between January to May 2012, David advised the Sunnyvale Successor Agency and Oversight Board in the many actions and deadlines with the County and State, and in reviewing enforceable obligations and the Recognized Obligations Payment Schedule (ROPS).

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

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

- Serving as counsel at all Oversight Board meetings and responding to all Brown Act, conflict of interest, parliamentary procedure, and other legal issues.

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

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

Work Plan

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

- Review of the City of West Covina Successor Agency redevelopment projects and status.
- Review of financing of the City of West Covina Successor Agency redevelopment projects.
- Review of Enforceable Obligations Payment Schedule and Recognized Obligations Payment Schedule for Successor Agency and Department of Finance responses.
- ~~Review of Affordable Housing projects and status and Department of Finance responses.~~
- Establishment of communication protocols with Oversight Board counsel.
- Research and development of legal memos on Oversight Board responsibilities and discretion on transfer of assets, agency wind-down, and amendment or termination of prior RDA agreements.

III. REFERENCES

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

IV. CONFLICTS STATEMENT

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

V. FEE PROPOSAL

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

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. However, for the Oversight Board, travel time will be billed from Ontario Airport to the City of West Covina offices.

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

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

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

Resume of David Kahn



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.

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

Related Experience

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

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

Reported Appellate Cases

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



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

Professional Activities

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