

REEDER & ASSOCIATES

Business Attorneys

July 4, 2022

San Antonio Canyon Water Company
139 North Euclid Avenue
Upland, CA 91786

Attn: Brian Lee

RE: SAN ANTONIO WATER COMPANY PROPOSAL – 2022 Legal Services

Dear Sirs,

This letter is in response to a request for proposal for general counsel legal services.

1. Executive Summary

For many in the business community, I have been the trusted choice to assist with their corporate law needs for over 35 years. My personal goal has been to provide thorough investigation, critical analysis and excellent representation: integrity for the business community.

2. Firm Description

This is a solo practice law office with focus on accessibility and collaboration with other professionals. That is a modern delivery of legal services. Electronics and communication tools initially enabled the concept; the internet has steadily enhanced it.

3. Identification of Prime Counsel

Robert H. Reeder

Experience: Practicing California business and corporate law since 1986;

Reeder & Associates, Upland, California 1998 to present;
Covington & Crowe, Ontario, California, managing partner 1996-1998
Covington & Crowe, Ontario, California, partner 1992-1998
Covington & Crowe, Ontario, California, associate attorney 1986 – 1992

REEDER & ASSOCIATES

Business Attorneys

Education: USC Gould School of Law, *Juris Doctor*, 1986
University of California at Davis, *Bachelor of Arts-Economics*, 1983

Community: Ontario Host Lions Club, 1989-2005, President 1996

Upland Chamber of Commerce, 1986-2010, President 1991-92, V.P.-Economic Development-1992-2004, Director 1988-2006

Upland Community Foundation, Director 1998-2008

Boy Scouts, Old Baldy Council, Ontario, California, Director 2000-2006, Treasurer 2005

Inland Saltwater Anglers Club, Upland, California, member 1994 to present

Snowcreek Fairway Owners Association, Mammoth Lakes, California, Director 2014-present, President 2017-2019, Treasurer 2020-present

Awards: Harold A. Bailin Award 1992

4. Identification of General Counsel Expertise

I have been the primary contact for legal services of many businesses, throughout the Inland Empire since 1986. A corollary of that work has been providing counsel and guidance to non-profit organizations.

Providing general counsel services to for profit businesses has spanned the life of a business organization, from formation to dissolution or sale. The operations of a business have presented a wide range of experiences:

1. Real Property Issues. Many of my clients have real property issues related to their business operations: finance and leasing, easements and common area maintenance agreements.
2. Employment issues. Many of my clients have sought advice with respect to relationships with key/executive employees: wage and hour disputes before the California Labor Commissioner, confidentiality and trade secrets, complex compensation arrangements.

REEDER & ASSOCIATES

Business Attorneys

3. Organizational issues. At the core of my law practice has been advice to officers and directors regarding organizational matters: fiduciary duty responsibilities and violations, acquisitions/sales of assets and businesses, authority of actions, and maintenance of proper records.
4. Litigation. The practice has involved litigation on limited issues: fiduciary duty, contract enforcement and wage and hour defense. In addition, many of my clients expect me to engage and supervise litigators on matters warranting specialized litigation experience.

My work with non-profit organizations has presented many of the same legal issues as with for profit businesses. In addition, I have delved deeply into applications for tax exempt status with the Internal Revenue Service and the California Franchise Tax Board, including several matters of compliance and unrelated business taxable income.

5. Experience and past Performance

- a. Non-profit Organizations (exemplars, not a complete list)
 - i. Association of California Energy Conservation Contractors, Upland, CA; general counsel 2001-2012
 - ii. California Intercontinental University, Brea, CA; general counsel 2010-2018
 - iii. Casa Colina Hospital, Pomona, CA, general counsel 1989-1998
 - iv. Claremont Village Marketing Group, Claremont, CA; general counsel, prepared application for tax exempt status; 2015-present, Sonja Stump, 909.626.1147
 - v. Chino Hills Community Foundation, general counsel 2002
 - vi. Friends of the Amargosa Basin, general counsel 2020 to present, preparation of application for tax exempt status; Susan Sorrells, 702.596.2924
 - vii. Friends of the Upland Animal Shelter, Upland, CA; 2014 to present; Andy Peterson, 949.291.5662
 - viii. League of California Homeowners, Upland, CA; general counsel 1992-2012
 - ix. Los Angeles County Fair Association, Pomona, CA; general counsel 2010-2019, Mike Seder, 909.865.4203
 - x. Foothill Aids Project, Claremont, CA; general counsel 2015-present,
 - xi. Ontario Community Foundation, general counsel from 1994-1998; Linda Gladson, 909.931.0879
 - xii. Rancho Cucamonga Public Library Foundation, general counsel 2000-2003, assisted in application for tax exempt status
 - xiii. Rauch Family Foundation, Upland, CA; general counsel 2021-present; Sam Salen, 909.730.6978
 - xiv. Upland Community Foundation, assisted in formation, prepared and filed application for tax exempt status; Kelly McMenemy, 909.363.3705

REEDER & ASSOCIATES

Business Attorneys

- b. For profit Business (exemplars, not a complete list)
 - i. Columbia Steel, Fontana, CA (structural steel fabrication/erection) general counsel 2000 to present; Gus Theisen, 909.874.3363
 - ii. Crown Technical Systems, Mira Loma, CA (electrical controls and switch systems--design, manufacture and installation) general counsel 1997 to present; Norm Siddiqui, 951.332.4170
 - iii. The Peggs Company, Riverside, CA (manufacturing) general counsel 2018 to present, Brett Nelson, 951.360.9170
 - iv. Scheu Management Company, Upland, CA (conglomerate, historical) general counsel 2006 to present, Craig Scheu, 909.982.8933
 - v. Walton Construction, San Dimas, CA (public construction) general counsel 2016 to present, Lee Jackson, 909.267.7777

6. Firm's Local Experience

- a. My practice has been located within 200 feet of Mountain Avenue for over 36 years: two offices, same desk. Beginning in the late 1980's I committed extraordinary amounts of time to development of the business community in the Inland Empire. I served on the Speaker's Bureau to support Measure A and Measure I in the late 1980's, raising funds to develop infrastructure projects, most significantly the 210 Freeway. I served for over 10 years as the Vice President for Economic Development on the Upland Chamber of Commerce, attending at least 3 conferences in Sacramento on behalf of the Inland Empire business community (CLOUT was the recognized name). I have contributed significant amounts of time and services, for over 30 years, to the Inland Empire Economic Corporation, now known as the Inland Empire Economic Partnership, and its subsidiary known as the Small Business Development Center: principal contact Robert Usher—909.537.3217.
- b. I live in Claremont, California and have maintained an office in Upland California for most of my career to enable participation and physical attendance at events and meetings in the Inland Empire of California. Regular attendance of meetings and accessibility to clients is a natural product of locating work and home in that manner.

7. Conflict of Interest / Ethics

Prior to 1998, I worked with the Covington & Crowe law firm in Ontario California. Until 1996, that law firm represented several cities and governmental agencies in western San Bernardino County, particularly the City of Ontario. I personally handled certain

REEDER & ASSOCIATES

Business Attorneys

matters for the City of Ontario and the West End Communications Authority from 1987 through 1991.

Since 1998, I have not represented any governmental agencies nor any other quasi-public agencies. There is no actual conflict between any of my past representations and a potential representation of San Antonio Water Company.

I have never been sued for legal malpractice; and, to my knowledge, no claim regarding my legal services has ever been asserted. No claim has been made to the California State Bar Association regarding my representation of a client or regarding an ethical violation.

8. Proposed Total Professional Fee and Fee Schedule

My regular hourly rate currently is \$400. Most general counsel work that I undertake is engaged on an hourly basis. Alternative arrangements have been discussed and periodically, though rarely, adopted. I am open to alternatives.

This proposal for general counsel services is a thrilling culmination for me. Most of my career has been dedicated to matters connected to the dirt and soil of Upland, California. One of the most impressive aspects of Upland, is the long history of impressive people that have steadily remained connected and concerned with the area. The ramrod that founded the Upland Community Foundation, Dick Barker, was one. His family owned a grove and he grew up a citrus grower. With the Upland Community Foundation, he was determined to preserve a deep understanding of the history of the community and the spirit of its people. Frequently, Dick Barker described to me the importance of the San Antonio Water Company and the determined people that established and protected its water rights...so that this area, its dirt and soil, could flourish.

Respectfully submitted,

Robert Reeder

Robert H. Reeder