



San Antonio Water Company

Response to Request for Proposals for General Legal Counsel Services

July 12, 2022

Submitted by

Gina Nicholls | Nossaman LLP

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July 12, 2022

VIA COURIER

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

Re: Response to Request for Proposals for General Counsel Legal Services

Dear Mr. Lee:

On behalf of Nossaman LLP (Nossaman), we are pleased to submit this response to the San Antonio Water Company's (Company) Request for Proposals (RFP) to provide General Counsel Legal Services. We have been honored to provide special counsel legal services to the Company for decades and know that this experience gives us a deeper understanding of the company's needs. We would like to expand our services to include General Counsel legal services.

As one of the longest-established mutual water company in the state and provider for over 130 shareholders in the San Bernardino region, the Company requires a law firm with extensive general counsel experience. Nossaman has the full-service resources within one firm to offer comprehensive counsel within the full spectrum of general counsel matters, including corporate, insurance coverage, tax and other professionals.

Nossaman is a California-based law firm with 144 professionals and more than 75 years of experience representing water companies, water districts, irrigation districts, cities, counties and advising on some of the country's largest infrastructure projects. We appreciate the opportunity to outline our experience and why we are best positioned to act as your general counsel. Among the qualities that set us apart are the following:

- **Demonstrated Experience Serving as General and Special Counsel to Water Providers.** Nossaman has extensive experience acting as General and Special Counsel to all types of water providers and other entities within the state. Following is a representative list of these engagements:
 - California American Water Company
 - San Gabriel Valley Water Company
 - Suburban Water Company
 - California High-Speed Rail Authority
 - California Water Association
 - Santa Clara Valley Water District
 - San Jose Water
 - San Lorenzo Valley Water District
 - San Francisco County Transportation Authority
 - Goleta Water District
 - Kern County Water Agency

- Castaic Lake Water Agency
 - Newhall County Water District
 - Imperial Irrigation District
 - County of Los Angeles
 - Main San Gabriel Basin Watermaster
 - Metro Gold Line Foothill Extension Construction Authority
 - Olivenhain Municipal Water District
 - Orange County Transportation Corridor Agencies
 - Rainbow Municipal Water District
 - San Diego Association of Governments
 - West Basin Municipal Water District
 - Cities of San Diego, Ventura, Ontario, Los Angeles and Santa Monica
- **A Leader in California's Water Industry for Many Decades.** We recognize that the long-term supply of surface water, groundwater and reclaimed water is critical as resources become scarce throughout the State. Our team understands California and federal laws and regulations that impact water from every possible perspective, which enables us to serve our clients' diverse needs effectively. We have extensive experience in water rights, including State Water Project and Central Valley Project; Pueblo water rights; Sustainable Groundwater Management Act; recycled water programs; water and energy resource development; water planning and management; and conservation mandates applicable to water providers. Additionally, members of our Water Group are actively involved in and frequently serve on expert panels for industry and professional organizations such as:
- California Water Association
 - Water Education Foundation
 - Groundwater Resources Association
 - Urban Water Institute
 - California Association of Storm Water Quality Agencies
 - Association of California Water Agencies (ACWA)

For more than 20 years, Nossaman's Water Group Chair, Alfred Smith, has served as an appointed member of ACWA's Legal Affairs Committee in addition to its programs committee. Working together, Gina and Alfred prepare an annual summary of appellate case law and regularly speak on matters of interest to California water purveyors. We would use this knowledge and experience to keep San Antonio Water Company abreast of legal, policy and industry matters of interest to San Antonio Water Company and its customers.

- **A Competitive Value Position.** We understand the importance of keeping our legal services within clients' budgets, and take the steps necessary to ensure that we do not exceed our estimated costs for projects. To that end, we assign the appropriate attorneys to matters, handle them efficiently and communicate frequently with our clients to avoid budgeting surprises. Our lean staffing approach, using experienced practitioners and making effective use of paralegals as well as outside consultants and experts, minimizes cost for our clients. As detailed in our fee proposal, our rates include all administrative and overhead costs, such as secretarial assistance and word processing.

As a Nossaman partner, I am a duly authorized representative of the firm and would be designated to serve the Company as General Counsel. I would serve as the primary contact for the Company, and my direct contact information appears above in the letterhead.

Thank you for the opportunity to submit our proposal. We feel confident that you will not find a better firm to serve your organization. Please do not hesitate to contact me if you have questions, would like additional information or to schedule an in-person or virtual meeting.

Sincerely,

A handwritten signature in blue ink, appearing to read "Gina Nicholls". The signature is fluid and cursive, with a prominent initial "G" and a long, sweeping underline.

Gina Nicholls
Nossaman LLP

1. Executive Summary

1. Executive Summary

Nossaman has extensive experience preparing water rights opinions for the Company involving pre-1914 water rights, federal reserved rights, surface water rights and groundwater rights for large water infrastructure projects. Fred Fudacz and Alfred Smith's representation for this water company includes proceedings before the State Water Resources Control Board; contracts and entitlements to water rights; conjunctive use agreements; litigation and administrative hearings; environmental compliance; the sale, lease or transfer of water rights and the implementation of a stipulated groundwater judgment.

We understand that the Company seeks a firm with broad capabilities, including providing legal advice on corporate governance, contracting, real estate, tax, labor and employment, risk management and insurance coverage, litigation, water rights and water supply issues, legal compliance, Brown Act, Public Records Act, and operations. Our dedicated Water Group possesses unmatched skill, knowledge and experience in all areas identified by the request for proposals (RFP), having served as general and special counsel to multiple water purveyors and water companies across California. In our proposal, we have addressed our experience in the Firm Description, Identification of Prime Counsel, Identification of General Counsel Experience, Experience in Past Performance and Firm's Local Experience. In addition, we have addressed our Conflict of Interest/Ethics. Finally, we submitted our Proposed Total Professional Fee and Fee Schedules under a separate cover.

2. Firm Description

2. Firm Description

Established in 1942, Nossaman focuses our practice on cutting-edge issues in California. We know the land, the law, the courts and the lawmakers. We also know the issues, from environmental conservation concerns and scarce water supply to corporate governance, real estate, tax, labor and employment. We utilize a multi-disciplinary approach that combines the skills and experience of our transactional and regulatory attorneys, litigators and state and federal policy advisors to achieve clients' goals.

Since our inception, we have taken great pride in the quality legal, regulatory, legislative and policy services we provide to clients, helping them shape and grow their surrounding communities. We have assisted a variety of California water providers and entities at all levels. We would be proud to serve as the Company's general counsel due to its stellar reputation for sustainably supplying high quality drinking water, conserving water resources and enhancing water supplies through groundwater replenishment. Operating as a limited liability partnership, Nossaman LLP is a California-based national law firm with 141 attorneys who work together across seven offices, located in Los Angeles, San Francisco, Sacramento, Irvine; Washington D.C.; Austin, TX; and Seattle, WA.

Work Approach

As an independent contractor, we will be highly responsive in providing legal analysis on matters and issues to the Company's Board of Directors, General Manager and staff members. We will educate San the Company on potential legal strategies, implications and outcomes. We will work closely with the Company in its planning, project development and operational activities, and any associated litigation. We can focus on helping the Company make informed decisions that will assist in meeting its obligations to its customers, delivering a safe and reliable water supply and achieving overall policies and goals. Our team will seek to proactively anticipate and resolve legal issues before they become problems.

We believe in getting off to a good start and propose that our primary team members and key Company staff schedule a meeting. This would help all participants to be acquainted, to define a client service plan and to prioritize legal issues and assignments. Our team can tour the Company's facilities and learn about legal concerns, issues and projects that are on the horizon. We are committed to attending Board and special meetings in person, when allowable. This will keep us in the loop on current matters and enable us to interact in person with the Board, General Manager and staff.

We view ourselves as active advisors whose role is to help Board members, the General Manager and staff make informed decisions and comply with applicable laws and regulations. We try to be an engaged member of the team and understand that the Board and staff run the meetings and have the final say on the direction the Company takes on matters. Our attorneys will help the Company take into account legal implications that might arise in meetings and will review agendas and meeting minutes from previous sessions to minimize surprises and potential conflicts. We will advise on when a portion of a meeting needs to be open to the public or closed to the public due to the subject matter. At your request, we can provide an attorney report/legal update during open or closed meetings.

A Leader in California's Water Industry for Many Decades

Our attorneys represent water companies, investor owned utilities, watermasters, water districts, cities, counties, developers, agricultural growers and processors and design-builders on a wide range of environmental, water law and water utility issues.

We recognize that the long-term supply of surface water, groundwater, reclaimed water and desalinated water is critical as resources become scarce throughout the State. Our team understands California and federal laws and regulations that impact water from every possible perspective, which enables us to serve our clients' diverse needs effectively. We have extensive experience in water rights, including State Water Project, Colorado River water rights and Pueblo water rights; the Sustainable Groundwater Management Act (SGMA); recycled water programs; water and energy resource development; water planning and management; and conservation mandates applicable to water agencies. Additionally, members of our Water Group are actively involved in and frequently serve on expert panels for industry and professional organizations, such as:

- Association of California Water Agencies
- California Special Districts Association
- California Water Association
- American Water Works Association
- American Groundwater Trust
- Water Education Foundation
- Groundwater Resources Association
- Association of Ground Water Agencies
- Urban Water Institute
- California Association of Storm Water Quality Agencies

Nossaman has long-standing expertise in the area of water rights. We represent clients in securing necessary water rights for large water infrastructure projects, developing water rights strategy to increase and develop water supplies and ensuring water rights matters are properly analyzed in EIR/EIS documents. We have successfully handled major water rights adjudications and have handled numerous proceedings before the State Water Resources Control Board.

Our water attorneys have dealt with issues involving every conceivable water right, including appropriative rights, riparian rights, overlying rights, prescriptive rights, storm water, conserved water and pueblo water rights. We negotiate and/or obtain judicial declarations of water rights, participate in extensive multi-party negotiations concerning physical solutions relating to the allocation of water and water rights and litigate the matters that cannot be resolved through negotiations.

We also negotiate the sale, lease or transfer of water rights and provide legal opinions to help document water right positions. Nossaman is at the forefront of construction, development, Section 401 certification and general surface and stormwater-related water quality issues under the federal Clean Water Act and the state Porter-Cologne Water Quality Control Act.

Alfred Smith served as General Counsel on the Sites Project Authority to assist the Authority with its water rights petitions before the State Water Resources Control Board and with the legal strategy to increase and develop water supplies to comply with applicable regulatory requirements and to improve the operation of the state's water system.

Fred Fudacz has decades of experience serving as General Counsel to the Main San Gabriel Basin Watermaster and advises on a broad spectrum of issues. His work includes representing water users in complex litigation involving the adjudication of water rights, representing water purveyors with contaminated groundwater supplies and providing a wide range of legal advice to court appointed watermasters.

3. Identification of Prime Counsel

3. Identification of Prime Counsel

Our dedicated Water Group possesses unmatched skill and knowledge, having served as general and special counsel to multiple public agencies and special districts across California. Our team brings demonstrated experience as General and Special Counsel to water providers. Our attorneys have in-depth, specialized experience in all areas identified by San Antonio Water Company.

Our proposed San Antonio Water Company General Counsel Team Lead is Gina Nicholls. She will be San Antonio Water Company's primary contact for general counsel services assigned under this RFP. Team members Alfred Smith, Fred Fudacz, John Kennedy and Doug Schwartz will serve as the Supporting Counsel team for Gina. Gina, Alfred and Fred's practice focuses on water rights, litigation, ethics and governance issues. John specializes in complex business litigation with an emphasis in employment law, and Doug specializes in tax matters. Resource team members Alex Van Roekel and Raven McGuane will be available as needed, upon request. Full resumes are included under **Appendix A.**

Gina's practice focuses on water rights, litigation, and general counsel matters. Among her experience, Gina serves as General Counsel to the San Lorenzo Water District on all aspects of its operations involving the provision of drinking water and wastewater collection in Santa Cruz County. Her experience also includes advising the Olivenhain Municipal Water District, the Rainbow Municipal Water District, the Rincon Municipal Water District, the Central Basin Municipal Water District and the City of Ontario, among others, regarding water rights and governance issues.

Gina's ability to serve in the leading role as general counsel is enhanced by her experience as an attorney in the Office of the General Counsel of the California Institute of Technology and Jet Propulsion Laboratory on issues ranging from non-profit tax matters to labor and employment, environmental compliance, contracting, intellectual property, risk management, and monitoring litigation conducted by insurance-appointed attorneys. At a prior law firm, Gina handled real estate finance transactions, primarily on behalf of companies (as opposed to lenders). She also worked on a variety of complex litigation, environmental, insurance coverage and corporate matters on behalf of private companies. As part of her degree from the UCLA School of Law, Gina holds a business law specialization with course work emphasizing taxation and non-profits.

PERSONNEL LIST



Gina Nicholls | Partner | Team Lead. Gina's practice focuses on water rights, litigation and general counsel matters. Among her experience, Gina serves as water rights counsel and general counsel to the San Lorenzo Water District. Her background also includes advising the Olivenhain Municipal Water District, the Rainbow Municipal Water District, the Central Basin Municipal Water District and the City of Ontario, among others, including private agricultural landowners and water companies.

Gina has represented water entities in complex water rights litigation, including the Imperial Irrigation District, Fox Canyon Groundwater Management Agency, San Gabriel Valley Water Company and Fontana Union Water Company. She has actively monitored and advised clients about developments under SGMA. She represents entities in proceedings before the State Water Resources Control Board and local watermasters, and has successfully negotiated and documented water rights transactions in a variety of contexts. Gina completed the Water Education Foundation’s Water Leaders course in 2017, and has been named a *Super Lawyers* Southern California Rising Star since 2016 by *Los Angeles* magazine.

Prior to joining Nossaman, Gina practiced litigation and real estate finance at a large, international law firm. She also worked as an attorney in the office of general counsel of a federally funded research laboratory and institute of higher education. Before attending law school, Gina was a consulting environmental engineer and served in the United States Navy.

Fred Fudacz | Partner. Fred is one of the foremost water lawyers in California. With more than three decades of experience, he has significant trial and negotiating skills. Fred has secured more than \$700 million worth of contamination settlements in two of the largest groundwater perchlorate pollution cases in California, has represented significant clients in landmark water rights adjudications, has been involved in establishing successful groundwater storage programs and provides knowledgeable advice to developers on water reliability strategies.



Fred advised Paramount Farming on all aspects of the Kern Water Bank transaction, including the formation of a new public entity, relinquishment of entitlements, water rights and all related environmental issues, to create a successful groundwater storage scheme. For almost 30 years, Fred served as General Counsel for the Main San Gabriel Basin Watermaster, where he advised on the determination of safe operating yield, evaluation of proposed assessments, analysis of operations that were affecting water quality. His key experience was negotiating a landmark settlement of \$650 million with eight companies responsible for groundwater contamination in the San Gabriel Valley.



Alfred Smith | Partner. Serving as Chair of Nossaman's Water Group, Alfred is a recognized expert in water and environmental law. A graduate of the Harvard Law School, Alfred possesses in-depth knowledge of issues involving water-related state and federal laws. He is particularly well-versed in water rights, including water rights adjudications, water rights applications and hearings before the State Water Resources Control Board, the acquisition of water rights for the development and operation of large water infrastructure projects, groundwater, recycled water, stormwater permits, water transfers and

exchanges, imported water agreements and providing legal support to water agencies seeking to increase and develop water supplies.

As a result of Alfred’s 25 years of General Counsel experience for multiple water districts, he is intimately familiar with the laws and regulations governing all aspects of water law, including the Sustainable Groundwater Management Act (SGMA), Reclamation Law; Water Recycling Act of 1991; Urban Water Management Planning Act; water rates, charges and Propositions 13, 26 and 218; overlying, prescriptive, reserved and appropriative water rights for water and power utilities and off-stream surface water storage facilities that conserve storm water flows, including the satisfaction of

water rights and regulatory requirements for subsequent release for environmental, domestic, agricultural and commercial uses.

Alfred’s accomplishments include securing more than \$750 million worth of contamination settlements in favor of his public water agency clients; winning a unanimous decision from the U.S. Supreme Court; and successfully litigating water rights in the Mojave River System before the California Supreme Court, confirming the client’s water rights valued at over \$50 million.

Alfred is an appointed member of the ACWA Legal Affairs Committee, and to the Legal Advisory Committee for the CSDA. Alfred serves on the Board of Directors for the Water Education Foundation. He was listed as one of Los Angeles's Top 100 Lawyers by the *Los Angeles Business Journal* and has been selected to the *Super Lawyers* environmental litigation list every year since 2008. In 2022, the National Association of Black Lawyers named Alfred one of the Top 100 Black Attorneys in the country. In 2022, *U.S. News* named Alfred one of the *Best Lawyers in America*© for Water Law.

John T. Kennedy | Partner. John specializes in complex litigation with an emphasis in employment law. He also specializes in administrative law, representing individuals and entities before quasi-judicial administrative tribunals, e.g., the State Personnel Board and the Office of Administrative Hearings. John represents public and private entities in state and federal courts, administrative tribunals and through alternative dispute resolution mechanisms such as binding arbitration and mediation.



In addition to his litigation experience, John counsels and advises both public and private employers regarding a broad array of matters, including public disclosure of information, the Brown Act and employment issues. Among others, he provides these services to the California Office of the Legislative Counsel, the California Assembly Rules Committee and the Rainbow Municipal Water District. Employment advice and consultation are given in areas including personnel policies and procedures, discipline and termination, the Americans with Disabilities Act and California's counterpart, wage and hour issues, leave issues, privacy issues, trade secret protection, discrimination, harassment and retaliation and workplace violence issues.



Douglas W. Schwartz | Partner. Doug is a partner in Nossaman’s Corporate Practice Group. He specializes in tax matters (international, federal, state, and local) as they affect water, utility, transportation, and other infrastructure companies and agencies; public pension systems; real estate; business formations, transactions, and operations; individual and compensation planning; and charities and other tax exempt organizations. Doug has a comprehensive understanding of the complex local, state, and federal laws and regulations that affect personal and business taxes for a wide variety of industries, including

water, utilities, infrastructure, entertainment, internet, manufacturing, real estate, nonprofit, and public agencies, and including advice on sales and use tax; documentary transfer tax; property tax; and local business license taxes in addition to income and franchise taxes.

Alex J. Van Roekel | Associate. Alex Van Roekel is an associate in Nossaman’s Water Law Group. He provides counsel to clients on state and federal water law issues including water rights, groundwater management and public policy within the water sector. During law school, Alex worked as a summer associate at Nossaman assisting with matters involving analysis of water rights permits, researching Public Utilities Commission precedent decisions and reviewing changes to the County Water Authority Act with regard to detachment. Alex also gained experience as an extern for the California Attorney General’s Office, Land Law Section, where he focused on ongoing litigation for the section’s clients including the State Lands Commission, the State Coastal Conservancy and the Department of Housing and Community Development. Prior to attending law school, Alex had a successful sales career and also served as a Legislative Affairs Intern for the Office of California Governor Edmund G. Brown Jr.



Raven McGuane | Associate. Raven focuses her practice on state and federal water industry issues. She assists in preparing legal briefs and advising clients on regulatory compliance and complex water rights issues. Raven’s experience includes preparation for trial in water pollution tort cases. Prior to joining Nossaman, Raven served as an extern at the United States Attorney’s Office for the Central District of California.

4. Identification of General Counsel Expertise

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General Counsel Overview

Our dedicated Water Group possesses unmatched skill and knowledge, having served as general and special counsel to multiple water providers across California. Our team brings demonstrated experience as General and Special Counsel to water providers, and we have represented more than 200 private water companies, public agencies and governmental or quasi-governmental entities at the local, state and federal levels. Our attorneys have in-depth, specialized experience in all areas identified by San Antonio Water Company.



We believe a general counsel should provide expert legal advice to board members and staff that permits San Antonio Water Company to meet established goals and deadlines while enabling it to operate in an effective and efficient manner. As an independent contractor, we are proactive in providing general counsel clients with legal analysis on matters and issues important to Boards of Directors, General Managers and staff members. Led by Gina Nicholls, we are ready to make an impact and partner with San Antonio Water Company on day one.

We have extensive experience with all of the processes and procedures that fuel San Antonio Water Company's mission of delivering sustainable, affordable water services to its shareholders. This experience includes:

1. Attending regular and special meetings of Boards of Directors, when requested, and providing legal advice and opinions as requested by the Board of Directors, General Manager or designee and/or as needed and appropriate;
2. Providing annual training to the Board of Directors on matters including, but not limited to, parliamentary procedures, governance and ethics, and Brown Act;
3. Approving the form and content of reports to Boards of Directors, contracts and all performance bonds, certificates of insurance and like documents, as requested by its General Manager or designee;
4. Preparing and reviewing all resolutions, policies, contracts, deeds, leases and all other legal documents as requested by Boards of Directors or by the General Manager or designee;
5. Providing recommendations and advice when requested by a Board of Directors or General Manager pertaining to the retention of and employment of outside specialists in complex and important matters in which the company may be involved;
6. Investigating all claims and complaints by or against the company and making recommendations to the Board of Directors and General Manager;

7. Preparing legal opinions of a complex nature as requested by the Board of Directors or General Manager;
8. Overseeing and managing the legal affairs of the Company and ensure that the policies, programs and activities of the Company and its employees and agents are carried out in compliance with all applicable law and that the best interests of the company are otherwise protected to the fullest extent possible;
9. Interfacing with other specialized service providers such as human resources, risk management, insurance providers and accountants.

Governance

Nossaman is highly familiar with the intricate details involved with corporate governance and regularly provides advice to boards and staff on quorum and voting requirements and related meeting matters.

California Public Records Request Act and Ralph M Brown Act

We represent public entities in the water industry throughout California in matters of general public agency law. Our services include compliance with the Ralph M. Brown Act and the Public Records Act. We regularly provide advice to boards and staff on notice and agenda requirements; regular, special and emergency meeting legal requirements and assistance in preparation for Board of Directors meetings, as well as addressing issues arising during meetings.

Real Estate

We have represented governmental agencies, public and private companies and utility companies on some of the most complex and unique real estate and infrastructure projects in California. Our Real Estate Group assists clients in acquiring, managing and disposing of substantial real estate equity and debt investments. Nossaman attorneys handle properties of all kinds, including raw land, industrial and R&D properties; offices, retail and other commercial and mixed-use projects; hotels, single and multi-family housing; and major new development projects and undeveloped and agricultural land. We assist our clients with asset management, draft and review leases and amendments, manage tenant issues and counsel clients on dealing with insurance claims and condemnations. We document financings, both single-asset and multiple-asset, and close bond financing and structured financings.

Taxation

Doug Schwartz is a partner in Nossaman's Corporate Practice Group. He specializes in tax matters (international, federal, state and local) as they affect water agencies and mutual water companies, as well as other tax-exempt organizations. Doug has a comprehensive understanding of the complex local, state, and federal laws and regulations that affect personal and business taxes for a wide variety of industries including water, real estate, nonprofit and public agencies. He also provides advice on sales and use tax, documentary transfer tax, income and franchise tax, property tax and local business license taxes.

Contracting

We assist all types of entities in developing procurement policies and procedures, and in negotiating and procuring contracts, including competitive procurements and negotiated contracts. This includes developing forms for a wide variety of contracts, including purchase orders, service agreements, consultant agreements, operations and maintenance contracts, construction contracts, design-build contracts, development agreements, concession agreements, utility relocation agreements, franchise agreements and leases.

Employment and Labor Code

We have extensive experience assisting general counsel clients in employment matters as counsel or coordinating services with another firm. Our attorneys have represented many water providers, where we revised and updated employment policies and practices and advised on laws relating to benefits and compensation of board members, per auditor recommendation.

Insurance and Risk Management

Nossaman helps clients in connection with reviewing insurance coverage and, when necessary, litigating insurance coverage disputes. We also negotiate risk transfer provisions, including indemnification, insurance, bonds and other mechanisms to protect our clients' interests and mitigate risk.

Environmental Law

Nossaman applies its in-depth understanding of the complex maze of state and federal environmental regulations to help our clients devise permitting and regulatory compliance strategies, obtain needed permits and approvals and successfully defend their capital projects and ongoing operations from judicial and administrative challenges. We have an exceptional reputation for successfully defending major water projects when they are challenged in court by local opposition and/or regional, state and federal agencies. We also have a wealth of experience with other laws that can affect project development. Nossaman is nationally recognized for its endangered species and natural resources practice, representing public and private entities engaged in a wide range of resource use and conservation activities throughout the United States. Our attorneys specialize in resolving endangered species issues through careful negotiations with federal and state agencies and with the environmental community.

Other Services

We will provide regular updates on items of specific legal concern as well as on current general topics of interest or importance to the San Antonio Water Company. As a full-service law firm, Nossaman is able to provide all services covered within this RFP. In addition to the specific services outlined above and in the RFP, Nossaman has attorneys available in multiple other specialized areas and can flex the proposed team as needed upon the San Antonio Water Company's request. With a strong foundation in California, we have built nationally recognized practices in infrastructure, environment, land use, real estate, healthcare, pensions, government relations and corporate law. All of the firm's resources would be at San Antonio Water Company's disposal as needed.

5. Experience and Past Performance

5. Experience and Past Performance

Summary of Relevant Projects

We have included the following three water provider references for whom we have provided general counsel legal services. They can attest to the quality of legal and professional services Nossaman provides to clients. We encourage you to contact these individuals to learn more about our skills and dedication to providing the highest caliber representation to clients.

Client	Description
<p>San Lorenzo Valley Water District Rick Rogers District Manager (831) 430-4624 Email: rrogers@slwd.com</p>	<p>Nossaman serves as general counsel to the San Lorenzo Valley Water District on all aspects of its operations involving the provision of drinking water and wastewater collection in Santa Cruz County. Representation includes water rights, open government and records disclosure laws, ethics, policies and procedures, risk management, litigation, campaign and election laws, consolidations involving privately held water companies, Proposition 218, contracting and procurement in compliance with state and federal grant funding requirements and real estate.</p>
<p>Olivenhain Municipal Water District Kimberly Thorner General Manager Phone: (760) 415-6158 Email: kthorner@olivenhain.com</p>	<p>Nossaman currently serves as General Counsel on all aspects of this agency’s operations involving the provision of water, wastewater services, recycled water, hydroelectricity and operation of the Elfin Forest recreational reserve. For more detail, please see project description above.</p>
<p>Rainbow Municipal Water District Tom Kennedy General Manager Phone: (760) 728-1178 x130 Email: tkennedy@rainbowmwd.com</p>	<p>Nossaman serves as general counsel and special counsel in a variety of areas to the Rainbow Municipal Water District, a water district providing water and sewer service to an 80-square-mile area in Northeast San Diego County. For more detail, please see project description above.</p>

6. Firm's Local Experience

6. Firm's Local Experience

Our proposed team members have a long history of experience working in the County of San Bernardino. We prepared water rights opinions for San Antonio Water Company involving pre-1914 water rights, federal reserved rights, surface water rights and groundwater rights for large water infrastructure projects. Our representation included proceedings before the SWRCB; contracts and entitlements to water rights; conjunctive use agreements; litigation and administrative hearings; environmental compliance; the sale, lease or transfer of water rights; groundwater storage; reclaimed water and the implementation of a stipulated groundwater judgment.

Nossaman has served as General Counsel for more than 25 years to the Main San Gabriel Basin Watermaster, the agency appointed by the Court to administer the basin judgment through a nine-member board, which sets up a management system for water in the Main San Gabriel Basin. We provide both general and special counsel services regarding all aspects of the operation and management of the basin, including the development of large-scale water infrastructure projects such as storage facilities. This includes State Water Resources Control Board proceedings, determination of safe operating yield, evaluation of proposed assessments, analysis of operations affecting water quality and documentation of transfers of rights. We also advise on a variety of water rights and environmental issues. Nossaman successfully negotiated a landmark \$600 million settlement from eight companies responsible for contaminating the Main San Gabriel Basin in Southern California, allowing for the implementation of a series of treatment plants to restore this valuable source of potable water.

Our team members are dedicated to providing San Antonio Water Company with exceptional legal services and a major contributor to this goal will be easy accessibility. Gina can make arrangements to be onsite on a regular basis in order to attend meetings and discuss matters with the Board and staff members, as requested. Gina is committed to being available 24 hours a day in case of emergencies.

7. Conflict of Interest / Ethics

7. Conflict of Interest / Ethics

Nossaman maintains a steadfast commitment to avoiding and addressing conflicts of interest, both at the beginning of an engagement and throughout our representation. For each potential new matter engagement, a Conflicts Memorandum is circulated to senior practitioners within each of Nossaman's practice groups. These teams of experienced attorneys review all potential matters and initiate conversations with relevant members of the practice, as appropriate, to vet possible engagements. Further, Nossaman's client database is digitally checked for ongoing representation of all related and adverse parties identified for any new matter. Each Conflicts Memorandum describes the client, the legal matter with respect to which the Firm will represent the client, as well as all related and opposing parties. The scope of the Conflict Memorandum allows identification of not only legal conflicts of interest, but also of potential business or positional conflicts of interest.

When Nossaman's conflict system identifies a potential conflict based upon client, related parties, opposing parties or matter information, partners responsible for the matters must clear the potential conflict, or the partner proposing the new representation must obtain written waivers for the conflict identified. Alternatively, they must seek resolution of the matter with the Firm's General Counsel or Assistant General Counsel. Partners typically have any written conflict waiver letters reviewed by the Firm's General Counsel.

In some cases, clients considering whether to retain the Firm insist upon describing confidential information related to the matter in order to help them evaluate the Firm's response. The Firm decides on a case-by-case basis whether it will review confidential client information prior to an unqualified acceptance of the client. Only in exceptionally rare instances where extremely urgent emergency work is being performed for the client would the Firm run a preliminary digital database conflict check via the Firm's Client Management System before circulating the Conflicts Memorandum to all attorneys and policy advisors firm-wide.

With respect to Nossaman's representation of parties in matters potentially adverse to San Antonio Water Company, we represent the City of Ontario, Monte Vista Water District, Monte Vista Irrigation Company and the Fontana Water Company in connection with ongoing matters that may necessitate conflict waivers and/or establishment of ethical walls.

Nossaman understands its continuing obligation to disclose any actual or potential conflicts and to abide by all applicable rules of conduct applicable to attorneys.

8. Proposed Total Professional Fee and Fee Schedules

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We have submitted our Proposed Total Professional Fee and Fee Schedules under a separate sealed cover.

Appendix A: Resumes

Gina Nicholls

Partner | Los Angeles

gnicholls@nossaman.com | 213.612.7815



Gina Nicholls represents public agency clients and investor-owned utilities. She has litigation, regulatory and transactional experience. Her practice focuses on water rights, California public agencies and limitations imposed by the state constitution on water-related rates, fees and charges. She has been named a Super Lawyers Southern California Rising Star since 2016 by *Los Angeles* magazine.

Prior to joining Nossaman, Gina practiced complex litigation at a large international law firm. She also worked as an attorney in the office of general counsel of a federally funded research laboratory and institute of higher education. Before attending law school, Gina worked as a consulting environmental engineer and served in the United States Navy.

EXPERIENCE

San Lorenzo Valley Water District. General counsel to the San Lorenzo Valley Water District on all aspects of its operations involving the provision of drinking water and wastewater collection in Santa Cruz County.

Fox Canyon Groundwater Management Agency. Representing Fox Canyon in the development and implementation of draft groundwater sustainability plans in multiple basins throughout Ventura County and related litigation, including the first comprehensive adjudication of groundwater rights under SGMA.

Imperial Irrigation District. Assisting with the District's defense to a writ of mandate brought by agricultural water users to challenge the District's water distribution plan.

City of Ontario. Advising the City on ongoing basis in connection with a wide range of water-related legal issues including regional water and sewer system management and proceedings seeking to amend the Chino basin judgment.

Goleta Water District. Assisted with a water rights lawsuit brought by the District in Santa Barbara Superior Court against a private water user.

California Water Association. Assisted with the preparation of a template joint powers agreement for use in streamlining the formation of Joint Powers Authorities to serve as groundwater sustainability agencies under SGMA. Assisted with preparing public comment letters to state agencies including the Department of Water Resources and the State Water Resources Control Board.

Proposition 218. Provided legal advice to several public agency clients regarding potential changes to water or sewer fees and charges.

INSIGHTS

SPEAKING ENGAGEMENTS

Speaker, "Taking the Plunge: Lessons Learned from Water System Consolidations," Nossaman's 2021 Water Webinar Series, 03.23.2021

"Preparedness, Relief, and Recovery: Developments in Disaster Management for California Water Providers," International Right of Way Association/Nossaman Webinar, Webinar, 05.15.2019

Speaker, "Preparedness, Relief, and Recovery: Regulatory Developments in Disaster Management for Water Providers," Nossaman's 2019 Water Webinar Series, 02.28.2019

Speaker, "Groundwater Adjudications and Litigation Alternatives in the Era of the Sustainable Groundwater Management Act (SGMA)," Nossaman's 2018 Water Webinar Series, 06.07.2018

Speaker, "Will Water Rights Conflicts Rupture SGMA Collaboration?," Groundwater Resources Association of California 2017 Fall Conference, 10.03.2017

Speaker, "Where Do We Go From Here? Sustainable Groundwater Management Act (SGMA) Implementation Update," Nossaman Webinar, 08.15.2017

Speaker, "Rate Issues and Design; Proposition 218 and Proposition 26," Nossaman's Drought Solutions Webinar Series, 01.12.2017

Speaker, "Drought, Conservation Pricing, and the Law," Association of California Water Agencies 2016 Fall Conference & Exhibition, 11.30.2016

Speaker, "Stormwater Capture: Water Supply Issues and Opportunities," Nossaman Drought Solutions Webinar Series, 10.13.2016

PUBLICATIONS

Co-Author, "Executive Order that Seeks to Undo Obama Administration's "Waters of the United States" Rule has more Limited Immediate Impacts," *Nossaman White Paper*, 04.01.2017

Co-Author, "California Groundwater Pumpers May Be Subject to Proposed "State Intervention Fees" Under SGMA," *Nossaman eAlert*, 03.20.2017

Co-Author, "Wheeling & Dealing with California Water: "Fair Compensation" under the Wheeling Statute," *Nossaman eAlert*, 02.13.2017

Co-Author, "Newhall Case Applies Proposition 26 to Wholesale Water Rates," *Nossaman eAlert*, 03.03.2016

Author, "Are Groundwater Pumping Fees or Charges Subject to Proposition 218? California Supreme Court to Resolve Conflicting Precedent," *Nossaman eAlert*, 01.14.2016

Co-Author, "Deadlines Fast Approaching to Modify Groundwater Basin Boundaries Under New Regulation," *Nossaman eAlert*, 12.01.2015

HONORS & RECOGNITIONS

Selected to the Southern California Rising Stars list, 2016-2020

Selected for the California Water Education Foundation's Water Leaders Program, 2017

PRACTICES

Water Law

Groundwater Management & SGMA

Water Rights

Public Agency Representation

Litigation

INDUSTRIES

Water

EDUCATION

University of California, Los Angeles School of Law, J.D., 2009, Senior Editor, *UCLA Law Review*, UCLA Moot Court Honors Advocate

Massachusetts Institute of Technology, B.S., 2000

ADMISSIONS

California

U.S. Court of Appeals, Ninth Circuit

U.S. District Court, Central District of California

Alfred E. Smith II

Partner | Los Angeles

asmith@nossaman.com | 213.612.7831



Alfred Smith, Chair of Nossaman's Water Group, is a recognized expert in water, environmental and public agency law. A graduate of the Harvard Law School, he has successfully litigated multiple water right adjudications, and he has secured more than \$750 million worth of contamination settlements in favor of his water agency clients.

He is a trusted advisor on matters involving water rights, the Sustainable Groundwater Management Act (SGMA), Colorado River and Pueblo rights, recycled water, water resource development, contamination remediation, groundwater adjudications, water transfers, desalination, conjunctive use, climate change and environmental regulatory compliance. Alfred has also developed Urban Water Management Plans, water supply assessments and environmental impact reports for a wide range of residential and commercial developments.

An experienced General Counsel to multiple government agencies, Alfred is an expert on all aspects of public agency governance and operations, including the Brown Act, Public Records Act, ethics and political law compliance, CEQA, public contracting, construction claims and disputes and related litigation.

Alfred has successfully litigated at all levels. His accomplishments include helping negotiate one of California's largest water contamination mitigation settlements in favor of his clients and winning a unanimous decision from the U.S. Supreme Court.

Alfred serves on the Board of Directors for the Water Education Foundation. He is an appointed member of both the Association of California Water Agencies' (ACWA) Legal Affairs Committee and the Legal Advisory Board for the California Special Districts Association (CSDA). Alfred was listed as one of Los Angeles's Top 100 Lawyers by the *Los Angeles Business Journal* and has been named a *Super Lawyer* every year since 2008. In 2016, the *Los Angeles Business Journal* named Alfred one of the Most Influential Minority Lawyers in the Los Angeles region. The National Black Lawyers Association named Alfred one of the Top 100 Black Lawyers in the United States. In 2022, U.S. News and World Report named Alfred one of *The Best Lawyers in America*®.

EXPERIENCE

Main San Gabriel Basin Watermaster. General Counsel to the Watermaster on all aspects of operation and management of the vast San Gabriel Groundwater Basin. Successfully negotiated a landmark \$650 million water quality settlement with eight companies responsible for contaminating the Basin's water supplies. Worked with the U.S. Army Corps of Engineers in developing remediation plans and

treatment facilities for the treatment of contaminated soil and groundwater. Also advised client in connection with water rights, water resource development, climate change and greenhouse gas emissions issues.

Rainbow Municipal Water District. General Counsel to this municipal water district on all aspects of its operations involving the delivery of water and sewer services to an 80 square mile area in Northeast San Diego County. Representation includes advice on water rights, supply, transfers and exchanges, water quality management and compliance, Urban Water Management Plans, litigation, Propositions 218 and 26, real estate, labor and employment, joint powers agreements, the formation and operation of community facilities districts and proceedings before LAFCO.

City of Ontario. Representing the City with respect to water rights, recycled water and contamination issues in the Chino Basin. Represented the City in the development of the Chino Basin desalination facilities which treat and produce 14 million gallons of water per day. Also advising the City on the Phase 3 expansion of the desalter facilities, an estimated \$130 million project that will provide 10.5 million gallons of water per day for 1.5 million people.

City of Los Angeles. Water and environmental law counsel to the City. Representation includes advice on water rights, including pueblo rights, adjudicated groundwater rights, import return flows and SGMA. Advising the City on CEQA, NEPA, Clean Water Act, Safe Drinking Water Act, the Endangered Species Act, CERCLA, contamination remediation, water transfers, recycled water, conjunctive use and environmental regulatory compliance.

Castaic Lake Water Agency, Newhall County Water District, Valencia Water Company, and Santa Clarita Water Company. Represented four water agencies in a federal action to force a cleanup of perchlorate contamination in the Santa Clarita Valley. Obtained summary judgment against defendants establishing their liability for cleanup costs in a decision reported at 272 F.Supp.2d 1053 (2003). The settlement agreement provided the agencies with an estimated \$100 million for cleanup. Worked with the U.S. Army Corps of Engineers in developing water quality remediation plans and treatment facilities for the treatment of contaminated soil and groundwater.

Association of California Water Agencies ("ACWA"). Represented ACWA, the National Association of Water Companies, the California Water Association, the California State Association of Counties and several other parties before the United States Supreme Court in *U.S. v. Atlantic Research*, a CERCLA cost recovery action. Obtained a unanimous decision from the Supreme Court in favor of these clients.

Rincon Del Diablo Municipal Water District. General Counsel to this special district providing water, sewer, recycled water and fire protection services to the cities of Escondido, San Marcos, San Diego and various unincorporated areas of San Diego County. Representation includes advising on the Brown Act, parliamentary procedures for running meetings, public official conflict requirements, joint powers agreements, LAFCO, public finance, labor law and legislative updates on laws affecting the District.

Olivenhain Municipal Water District. General Counsel to this municipal water district on all aspects of its operations including the provision of water, wastewater services, recycled water, hydroelectricity and operation of the Elfin Forest recreational reserve. Successfully represented client regarding dispute with regional water supplier regarding potential water transfers. Participated in regulatory proceedings

and development of legal strategy. Engaged in mediation with other parties resulting in a \$13.5 million settlement for client.

Fox Canyon Groundwater Management Agency. Represented this local government agency in the development and implementation of Groundwater Sustainability Plans under the Sustainable Groundwater Management Act in multiple groundwater basins throughout Ventura County. Represented this client in the first Comprehensive Adjudication filed under SGMA.

Freerport Seawater Desalination Project. Advising client on the water and environmental issues for this desalination project with an estimated capital cost of \$255,000,000. The project will generate 33,600 acre-feet per year of reliable, high-quality water.

San Diego Association of Governments (“SANDAG”). Special counsel to SANDAG on public agency and open government law issues. Representation includes advice regarding the California Public Records Act, the Ralph M. Brown Act, the Political Reform Act, campaign and election law, ethics, gifts and honoraria to public officials, parliamentary procedures for public meetings, records disclosure, third-party subpoenas and related litigation.

City of San Diego. Water and environmental law counsel to the City. Representation involves water rights, including Colorado River water rights, Pueblo water rights and SGMA. Advising the City on water quality matters including stormwater compliance under NPDES permits, including the statewide industrial general permit and municipal separate storm sewer system permits. Advising on water quality matters involving the Clean Water Act, CERCLA environmental contamination litigation and mediation, Integrated Regional Water Management Planning and California water quality standards, CEQA and NEPA review related to water and energy projects, and regulatory proceedings involving the Regional Water Quality Control Board and the State Water Resources Control Board. Litigation and negotiations involving public-private partnerships related to water, sewer, stormwater and energy resource development.

Upper Los Angeles River Area (ULARA) Watermaster. Special counsel to the Watermaster on the full range of water issues relating to the ULARA, which provides approximately 15 percent of the City of Los Angeles' total water supply needs. Successfully represented the Watermaster in litigation concerning chromium VI contamination in the San Fernando Valley and in preventing the waste of water valued at over \$10 million. Prepared a comprehensive legal opinion confirming the City of Los Angeles' Pueblo water rights dating back to the Treaty of Guadalupe Hidalgo. The legal opinion was used to defeat a secession attempt by the San Fernando Valley.

Apple Valley Ranchos Water Company. Served on the appellate team that successfully litigated water rights in the Mojave River System before the California Supreme Court. Confirmed client's water rights valued at over \$50 million. Advised client in the preparation of its Urban Water Management Plan, Integrated Regional Water Management Plans and SB 610 water supply assessments for major commercial developments. Also advising on rights to reclaimed water discharged to the Mojave River in a matter before the State Water Resources Control Board. Representation includes advising on Safe Drinking Water Act standards, land and water resource development and handling water rights transfers.

City of Santa Monica. Served as water rights counsel to the City in groundwater litigation involving MTBE contamination in the Charnock Basin. Matter settled favorably for the client.

California Water Association. Assisted with the preparation of a template joint powers agreement for use in streamlining the formation of Groundwater Sustainability Agencies under the Sustainable Groundwater Management Act, including legal research regarding governance issues.

Cities of Pismo Beach, Grover Beach, Arroyo Grande and the Oceano Community Services District. Successfully represented these public water suppliers in the water rights adjudication of the Santa Maria Valley Groundwater Basin. Defeated landowners' claims that their water rights were superior to clients' rights, and prevailed on clients' cross-claims by obtaining declaratory relief and a physical solution to manage the groundwater basin in the future. The litigation involved more than 1,000 parties.

Southern California Edison. Advised client on its water rights associated with the successful sale of its 26 hydroelectric plants throughout California. Reviewed documentation from as early as 1887, including contracts, notices of appropriation and judgments relating to water rights associated with each project. Successfully represented client in a multi-party water rights litigation involving several creeks, lakes and hydroelectric facilities in Mono County.

INSIGHTS

SPEAKING ENGAGEMENTS

Speaker, "Groundwater Adjudications and Litigation Alternatives in the Era of the Sustainable Groundwater Management Act (SGMA)," Nossaman's 2018 Water Webinar Series, 06.07.2018

Speaker, "Where Do We Go From Here? Sustainable Groundwater Management Act (SGMA) Implementation Update," Nossaman Webinar, 08.15.2017

Speaker, "Implementation of the Sustainable Groundwater Management Act (SGMA)," Nossaman Drought Solutions Webinar Series, 09.20.2016

Speaker, "The Sustainable Groundwater Management Act (SGMA)," CLE International's California Water Law Conference, San Francisco, CA, 10.08.2015

"2014 Crocker Symposium on Real Estate Law and Business," 11.06.2014

Speaker, "Chromium 6 Standard: Too Low, Too High or Just Right?," CLE International's California Water Law Conference, San Diego, CA, 06.12.2014

Presenter, "Groundwater Contamination Litigation: Proving and Defending Against Liability - Demonstrating Nexus, Causation and Injury to Recover Cleanup Costs and Other Damages," 10.10.2013

Speaker, "Perchlorate Update: Allegations of Contamination from Colorado River Water in the South El Monte Operable Unit (San Gabriel Groundwater Basin) Litigation," CLE International's California Water Law Conference, Los Angeles, CA, 01.24.2013

PUBLICATIONS

Co-Author, "Everything Local Public Agencies Need to Know About California's New Rules on Virtual Meetings During the Pandemic," *Nossaman eAlert*, 09.17.2021

Author, "Coronavirus Updates for the Water Sector," *Nossaman eAlert*, 03.13.2020

Featured, "WaterRules – California's Sustainable Groundwater Management Act provides a Comprehensive Set of Tools for Local Agencies to Implement Groundwater Management Plans," *Los Angeles Lawyer*, 02.20.2015

Author, "Historic California Groundwater Bills are Dry on Specifics," *Law360*, 09.17.2014

Co-Author, "Will Court Ruling Increase Government Superfund Liability?," *WLF Legal Opinion Letter*, 07.08.2011

Author, "The Federal Government's Liability in Cost Recovery Actions," *Daily Journal*, 04.01.2011

Author, "No Crystal Ball for Predicting Water Supplies," *Daily Journal*, 10.27.2010

Co-Author, "Prescriptive Water Rights Confirmed," *The Friday Letter, California Water Association*, 05.23.2008

Author, "Legislation Introduced to Amend Key Provisions of the Clean Water Act," *American Bar Association Environmental Section Newsletter*, 08.01.2005

Author, "Supreme Court Rules that Water Pumps Not Generating Pollutants are Point Sources Under the Clean Water Act," *California Environmental Law Reporter*, 07.01.2004

Author, "Groundwater Management and Conjunctive Use," *Water Education Foundation*, 11.01.1999

HONORS & RECOGNITIONS

Listed, *The Legal 500 United States*, Industry Focus - Environment - Litigation, 2022

Selected for inclusion on the "Top 100" list by The National Black Lawyers, 2022

Included in *The Best Lawyers in America*® for Water Law, 2022

Named to the Minority Leaders of Influence: Attorneys list by the *Los Angeles Business Journal*, 2021

Recognized on the "Thriving In Their 40s" list by the *Los Angeles Business Journal*, 2020

Selected to the Southern California Super Lawyers list, 2013-2021

Most Influential Minority Lawyers honoree by the *Los Angeles Business Journal*, 2016

Selected to the Southern California Rising Stars list, 2008-2012

Named one of Los Angeles's Top 100 Lawyers by the *Los Angeles Business Journal*, 2009

COMMUNITY & PROFESSIONAL

Water Education Foundation, Board Member

California Special Districts Association, Legal Advisory Committee

Association of California Water Agencies, Legal Affairs Committee

American Bar Association, Water Resources Committee

Association of Groundwater Agencies, Pro Bono Special Counsel
Southern California Water Committee Inc., Member
American, California State and Los Angeles County Bar Associations, Environmental Sections
Triedstone Church, Board of Trustees
Water Education Foundation Alumni Association, Member

PRACTICES

Water Law
Groundwater Management & SGMA
Clean Up of Groundwater & Contaminated Media
Litigation
Water Litigation
Construction Law, Claims & Litigation
Infrastructure
Procurement & Contracting

INDUSTRIES

Water
Energy & Utilities
Government & Public Sector
Transportation

EDUCATION

Harvard Law School, J.D., 1996
University of California, Berkeley, B.A., 1993, Phi Beta Kappa

ADMISSIONS

California
U.S. Supreme Court

Frederic A. Fudacz

Partner | Los Angeles

ffudacz@nossaman.com | 213.612.7823



Fred Fudacz is one of the foremost water lawyers in California. His work includes representing water users in complex litigation involving the adjudication of water rights, representing water purveyors with contaminated groundwater supplies and providing a wide range of legal advice to court appointed watermasters. With more than three decades of experience, he has significant trial and negotiating skills.

Fred has secured more than \$700 million worth of contamination settlements in two of the largest groundwater perchlorate pollution cases in the State. He has represented significant clients in landmark water rights adjudications, has been involved in establishing successful groundwater storage programs and provides knowledgeable advice to developers on water reliability strategies.

Fred has been an expert witness on water issues in the courtroom and before the State Water Resources Control Board. He is a frequent speaker on water and groundwater contamination issues to key business and water industry groups and has been named a Southern California Super Lawyer for Environmental Law from 2005-2016.

He is AV Preeminent® Peer Review Rated by Martindale-Hubbell.

EXPERIENCE

Mutual Water Companies. Serving as special counsel to San Antonio Water Company and Fontana Union Water Company, two of the oldest mutuals in California, on a wide range of water issues.

Main San Gabriel Basin Watermaster. Serving as general counsel to the Watermaster, a court-appointed agency charged with implementation of the Main San Gabriel Basin adjudication judgment. Negotiated a landmark settlement of \$650 million with eight companies responsible for groundwater contamination in the San Gabriel Valley. Advising on the determination of safe operating yield, evaluation of proposed assessments, analysis of operations affecting water quality, issues relating to reclaimed water and documentation of transfers of rights.

San Gabriel Valley Protective Association. Represented the Association before the State Water Resources Control Board with regard to rights to reclaimed water discharged to the San Gabriel Basin.

California Water Service. Represented this public utility in litigation to amend the water rights Judgments in Southern California's Central and West Basins.

City of Ontario. Representing the City with respect to water rights in the Chino Basin under a Judgment administered by a Court appointed watermaster.

Apple Valley Ranchos Water Company. Served as water rights counsel since the mid-1980s on numerous matters. Served as one of the lead trial and appellate attorneys in the Mojave River Basin adjudication, helping achieve a judgment covering an area the size of Connecticut to which a vast majority of the parties stipulated. Handled proceedings in Riverside Superior Court respecting implementation of the Supreme Court decision in *Barstow v. Mojave Water Agency*. Also advised on rights to reclaimed water discharged to the Mojave River in a matter before the State Water Resources Control Board. Representation includes advising on Safe Drinking Water Act standards and handling water rights transfers.

City of Santa Monica. Served as counsel to the City in the adjudication of the Charnock Basin. Negotiated a stipulated conclusion to the litigation, which gave Santa Monica total ownership of Basin waters. Served as water rights counsel in the City's successful cost recovery efforts relating to MTBE contamination of Basin supplies.

Cities of Arroyo Grande, Grover Beach, Pismo Beach and the Oceano Community Services District. Successfully represented these public water suppliers in the water rights adjudication of the Santa Maria Valley Groundwater Basin. Defeated claims that impairing water rights were superior to clients' rights and prevailed on clients' cross-claims by obtaining declaratory relief and a physical solution to manage the groundwater basin in the future. The litigation involved more than 1,000 parties.

Paramount Farming. Advised on all aspects of the Kern Water Bank transaction, including the formation of a new public entity, relinquishment of entitlements, water rights and all related environmental issues, to create a successful groundwater storage scheme.

Castaic Lake Water Agency, Newhall County Water District, Santa Clarita Water Company and Valencia Water Company. Served as lead counsel to a group of water purveyors, successfully obtaining a summary judgment and negotiating a \$100 million settlement for clean up of perchlorate contamination in the Upper Santa Clara River basin. Summary judgment decision against defendants establishing their liability for clean-up costs was published. (272 F.Supp.2d 1053 (2003)).

Imperial Irrigation District. Successfully represented the District in an attack on its Equitable Distribution Plan, *Abatti v. IID* (2020) 52 Cal.App.5th 236 and a Proposition 218 challenge to its rate structure, *Morgan v. IID* (2014) 223 Cal.App.4th 892.

Upper Los Angeles River Area Watermaster. Provided counsel on issues relating to the water rights judgment for the San Fernando Valley (*Los Angeles v. California*, Los Angeles Superior Court, Case No. 650079.) Lead counsel in litigation terminating the pumping of water on a large ranch in Little Tujunga Canyon that violated the San Fernando Basin judgment. Also provided legal counsel on determination of water rights, groundwater contamination, reclaimed water and other issues.

Raymond Basin Management Board. Served as special counsel to a judicial entity implementing the Raymond Basin water rights adjudication judgment. Representing the Board in negotiations of a comprehensive conjunctive use agreement with the Metropolitan Water District of Southern California.

Santa Paula Water Works. Acted as special water rights counsel to Santa Paula Water Works, formerly a large municipal and industrial water producer in the County of Ventura. Represented it with respect to a water rights adjudication in which that utility was involved. Also dealt with valuing all kinds of water rights, both groundwater and surface and evaluating the client's rights relative to agricultural interests and other municipal and industrial water purveyors.

INSIGHTS

SPEAKING ENGAGEMENTS

Speaker, "Groundwater Adjudications and Litigation Alternatives in the Era of the Sustainable Groundwater Management Act (SGMA)," Nossaman's 2018 Water Webinar Series, 06.07.2018

Conference Co-Chair, "The Drought, the Delta & the Future," CLE International's California Water Law Conference, San Francisco, CA, 10.08.2015

Conference Co-Chair, "Balancing Interests in a Time of Drought," CLE International's California Water Law Conference, San Francisco, CA, 11.03.2014

Conference Co-Chair, "Recent Cases & Water in the 21st Century," CLE International's California Water Law Conference, San Diego, CA, 06.12.2014

Speaker, "Basin Adjudication: A Powerful Groundwater Management Tool," Association of Water Agencies of Ventura County Water Symposium, 04.24.2014

Conference Co-Chair, "California Water Law: All Points of View," Water Law Institute and CLE International Conference, San Francisco, CA, 10.28.2013

Conference Co-Chair, "Colorado River: Focus on California," CLE International's California Water Law Conference, Los Angeles, CA, 01.24.2013

Conference Co-Chair, "Legal, Environmental & Regulatory Perspectives," CLE International's California Water Law Conference, San Diego, CA, 05.03.2012

Conference Co-Chair, "8th Annual California Water Law Conference," CLE International's California Water Law Conference, Palm Springs, CA, 11.05.2009

HONORS & RECOGNITIONS

Named to *The National Law Journal's* list of "Top 50 Litigation Trailblazers," 2016

Selected to the Southern California Super Lawyers list, 2005-2016

AV Preeminent® Peer Review Rated by Martindale-Hubbell

PRACTICES

Water Law

Clean Up of Groundwater & Contaminated Media

Litigation

Environment & Land Use
Water Litigation

EDUCATION

Harvard Law School, J.D., 1971, *cum laude*
Stanford University, B.A., 1968, *with distinction*, Phi Beta Kappa

ADMISSIONS

California
U.S. Supreme Court

John T. Kennedy

Partner | Sacramento

jkennedy@nossaman.com | 916.442.8888



John Kennedy specializes in complex business litigation with an emphasis in employment law. He also specializes in administrative law representing individuals and entities before quasi-judicial administrative tribunals, e.g., the State Personnel Board, and the Office of Administrative Hearings. John represents public and private entities in state and federal courts, administrative tribunals and through alternative dispute resolution mechanisms such as binding arbitration and mediation.

In addition to his litigation experience, John counsels and advises both public and private employers regarding a broad array of matters including public disclosure of information, the Brown Act, and employment matters. Among others, he provides these services to the California Office of the Legislative Counsel, the California Assembly Rules Committee and the Rainbow Municipal Water District. Employment advice and consultation are given in areas including personnel policies and procedures, discipline and termination, the Americans with Disabilities Act and California's counterpart, wage and hour issues, leave issues, privacy issues, trade secret protection, discrimination, harassment and retaliation and workplace violence issues.

John also provides sexual harassment prevention and other training seminars to employers, their supervisors and staff. He is AV Preeminent® Peer Review Rated by Martindale-Hubbell.

EXPERIENCE

Koszka v. California State Assembly. Obtained a complete defense verdict and an award of costs against the Plaintiff after a six-week jury trial defending claims of alleged disability discrimination, failure to accommodate and retaliation.

Representation of Public Agencies. Provide employment law advice, counseling, and training to multiple public agency clients including, but not limited to, fire districts, public pension systems and water districts.

Sonoma County Employees' Retirement Assn. v. Superior Court. Defended against Public Records Act request seeking individual names and pensions paid to retirees.

Sacramento County Employees Retirement System v. Superior Court. Defended against Public Records Act request seeking individual names and pensions paid to retirees.

The Sacramento Bee v. California Public Employees' Retirement System. Defended against Public Records Act Request seeking details of alternative investments.

Employment Matter. Represented Fire Protection District investigating employee misuse of computer and successfully defended District's termination of employee for viewing salacious images on District computers.

Rewards Network, Inc. v. Borge, et al. Defense of new employer in lawsuit brought by former employer alleging former employee violated the Computer Fraud and Abuse Act, misappropriated trade secrets, breached his contract and unlawfully interfered with his former employer's business relations.

Moore v. State of California. Represented defendant employer in discrimination, harassment and retaliation lawsuit by former employee.

Lais, et al. v. The Permanente Medical Group, Inc., et al. Represented defendants sued by shareholder for, among other things, breach of contract, age discrimination, denial of due process and wrongful termination.

Crandall v. Esten, et al. Defeated plaintiff's defamation, violations of the Public Safety Officers' Procedural Bill of Rights, invasion of privacy and deprivation of due process claims against state employer and individual defendants by summary judgment.

McCullough v. California Department of Corrections. Plaintiff held a high ranking career executive assignment in this state agency. When the assignment was withdrawn due to a lack of competence, plaintiff sued for disability, religious and sex discrimination in the form of retaliation, emotional distress and wrongful termination. This lawsuit was defeated by summary judgment.

INSIGHTS

SPEAKING ENGAGEMENTS

Speaker, "Sexual Harassment Prevention Training for Local Agency Officials (AB 1661)," 2022 State Association of County Retirement Systems Annual Spring Conference, Rancho Mirage, CA, 05.10.2022

Speaker, "Administrative Issues Facing Fiduciaries," Nossaman's 2021 Public Pensions & Investments Fiduciaries' Forum, 12.06.2021 – 12.07.2021

Speaker, "Sexual Harassment Prevention Training for Local Agency Officials (AB1661)," 2021 State Association of County Retirement Systems Annual Fall Conference, 11.09.2021

Speaker, "Sexual Harassment Prevention Training for Local Agency Officials (AB 1661)," 2021 State Association of County Retirement Systems Annual Spring Conference, 05.11.2021

Speaker, "Sexual Harassment Prevention Training for Local Agency Officials (AB 1661)," State Association of County Retirement Systems 2020 Fall Conference, 11.10.2020

Speaker, "Administrative Issues Facing Fiduciaries," Nossaman's 2020 Public Pensions & Investments Fiduciaries' Forum, 09.30.2020 - 10.02.2020

Speaker, "Sexual Harassment Prevention Training for Local Agency Officials (AB 1661)," State Association of County Retirement Systems (SACRS) 2020 Summer Webinar Series, 07.15.2020

Speaker, "Legal Challenges Arising From Remote Working and Return to Office Plans, with a Focus on Data Privacy, Employment Rules, and Contract Issues," CALAPRS Attorneys' Roundtable, 06.11.2020

Speaker, "Legal Consequences of Shelter-in-Place Orders and Beyond for Public Pensions Systems," Nossaman Webinar, 05.07.2020

PUBLICATIONS

Co-Author, "What You Need to Know About Cal/OSHA's New COVID-19 Prevention Standards," *Nossaman eAlert*, 01.08.2021

Co-Author, "California Supreme Court Gears Up for Showdown Over the Scope of Vested Public Pension Rights," *Nossaman eAlert*, 02.26.2018

Co-Author, "Kirby Clarifies Post-Brinker Attorney Fees," *Daily Journal*, 05.08.2012

Co-Author, "Brinker: The Long and Winding Road Finally Comes to an End," *Daily Journal*, 04.16.2012

HONORS & RECOGNITIONS

Selected to the Northern California Super Lawyers list, 2004, 2006 and 2014-2016
AV Preeminent® Peer Review Rated by Martindale-Hubbell

COMMUNITY & PROFESSIONAL

California Bar Association, Litigation and Labor and Employment Law Sections
Sacramento County Bar Association, Employment and Administrative Law Sections
Past Board member, A Touch of Understanding, a non-profit with the mission of encouraging acceptance and respect for individuals with disabilities.
National Association of Public Pension Attorneys

PRACTICES

Employment
Litigation
Public Pensions & Investments

INDUSTRIES

Government & Private Sector

EDUCATION

University of the Pacific, McGeorge School of Law, J.D., 1988, *with distinction*
University of California, Davis, B.A., 1984

ADMISSIONS

California

U.S. Court of Appeals, Ninth Circuit

U.S. District Court, Eastern District of California

U.S. District Court, Northern District of California

Douglas W. Schwartz

Partner | Los Angeles

dschwartz@nossaman.com | 213.612.7854



Doug Schwartz specializes in tax matters (international, federal, state and local). He focuses on issues affecting water and other infrastructure agencies and companies; individual and compensation planning; business formations, transactions, and operations; charities, public pension systems, and other tax-exempt entities; and investments in different asset classes and investment vehicles.

Doug has a comprehensive understanding of the complex local, state and federal laws and regulations that affect personal and business taxes for a wide variety of industries and government entities. He counsels clients in the entertainment, internet, manufacturing, real estate, sports, nonprofit and public agency sectors. He provides clients with advice on sales and use tax; Proposition 13; documentary transfer; and local business license taxes in addition to income and franchise taxes.

Doug is AV Preeminent® Peer Review Rated by Martindale-Hubbell.

EXPERIENCE

Water, utilities, transportation and Other Infrastructure. Regularly consults with a variety of clients in and outside the transportation space (Los Angeles World Airports, City of Long Beach, California Department of Transportation, California High-Speed Rail Authority, San Francisco Bay Area Water Emergency Transportation Authority, California State University – Northridge, San Diego Association of Governments, California Water Association) concerning a wide variety of tax issues including revenue-raising strategies under California Proposition 13 and subsequent voter tax-approval initiatives; sales and use tax compliance and mitigation; possessory interest and other property tax compliance and mitigation; structuring tax indemnification and reimbursement provisions with developers and other counter-parties; and tax treatment of contributions in aid of construction and government grants under Internal Revenue Code section 118.

Business, Corporate and Transactional Planning. Assists clients with corporate ("C" and "S" corporation, and consolidated return), partnership and LLC taxation, real estate transactions, business mergers and acquisitions, business formations, issuance of equity or debt, exit strategies, and foreign and cross-border tax planning.

Tax-Exempt Entities. Represents and advises tax-exempt entities in connection with formation; investment activities and associated "unrelated business income tax" issues; obtaining and maintaining tax-exempt status (including section 501(c)(3) charities, 501(c)(4) social welfare organizations, 501(c)(6) trade organizations and 509(a)(3) support organizations); compensation, private benefit and private

inurement issues; fundraising and lobbying issues; private foundation excise taxes and public charity "excess benefit" excise taxes; and affiliations with other tax-exempt entities and with for-profit entities.

Tax Controversies. Represents clients on a wide variety of tax related matters before numerous regulatory bodies, including the Internal Revenue Service, California Franchise Tax Board, California State Board of Equalization, California County Assessors and California Employment Development Department.

Personal Planning. Assists clients in developing executive compensation and employment agreements, partner/shareholder/LLC member buyout agreements, succession planning and tax planning issues in connection with moving in and out of the U.S. and California.

Real Estate. Represents and advises clients on income, Proposition 13, documentary transfer tax, and sales and use tax aspects of acquisitions, sales, leases, construction and development; section 1031 and 1033 exchanges; partnership and LLC formation; REIT affiliations (UPREITs and DownREITs); restructurings and tax allocations; and debt work-outs.

Public Pensions and Investments. Represents and advises public pension and health plans in forming and structuring "funds of one;" regarding real estate investments (including forming 501 (c)(25) title holding companies and other holding structures and unrelated business taxable income (UBTI) issues); and tax-related evaluation and negotiation of investment in private equity, infrastructure, credit, hedge and other commingled funds (including tax withholding reduction, exemption and refunds; tax audits; foreign account and tax shelter reporting compliance; UBTI blockers; and U.S. residency certifications).

INSIGHTS

SPEAKING ENGAGEMENTS

Speaker, "The U.S. FATCA Statute and Regulatory Requirements Rules: What Are the Implications in Your Country?" CONSULEGIS Tax & Accounting Meeting, 01.20.2022

Speaker, "U.S. Federal Tax Reconciliation Plan and Lichtenstein "Stiftung" Investment Vehicle," CONSULEGIS Joint Session: Tax & Accounting + Corporate Groups, 10.20.2021

Panelist, "To Commingle or Stay Single?" National Association of Public Pension Attorneys' 2021 Winter Seminar and Section Meetings, Tempe, AZ, 10.05.2021

Speaker, "Investment Considerations for Public Plan Investment Officers," Nossaman's 2020 Public Pensions & Investments Fiduciaries' Forum, 09.30.2020 - 10.02.2020

Speaker, "PPP Loan Forgiveness: Employment and Tax Issues for Borrowers," Nossaman's Employment BUZZ Webinar Series, 09.22.2020

Speaker, "Emerging From Lockdown on Solid Footing: How Nonprofits Can Prepare for Whatever Comes Next," Nossaman Webinar, 05.20.2020

Speaker, "Reviewing and Negotiating Fund Documents: Key Tax Issues," National Association of Public Pension Attorneys' 2020 Winter Seminar, Tempe, AZ, 02.19.2020

Speaker, "Opportunity Zone Funds Due Diligence: Practical Tips and Strategies Explored," The Knowledge Group Webinar, 12.18.2019

Panelist, "Alternative Investment Issues in PPMs, LPAs and Subscription Agreements," Nossaman's 2019 Public Pensions & Investments Fiduciaries' Forum, Berkeley, CA, 09.05.2019

Speaker, "2019 Public Pensions & Investments Fiduciaries' Forum: Evolving Demands on Public Plan Fiduciaries," Nossaman's 2019 Public Pensions & Investments Fiduciaries' Forum, Berkeley, CA, 09.04.2019

Annual Guest Lecturer, "Law and Management of Nonprofits," UCLA Anderson School of Management, 1995-present

PUBLICATIONS

Co-Author, "Congress Revises PPP Rules: Allows PPP Second Round, Reverses IRS Position on Deductibility," *Nossaman eAlert*, 12.28.2020

Author, "New IRS Guidance on Forgiven PPP Loans: The Song Remains the Same," *Nossaman eAlert*, 11.23.2020

Co-Author, "New IRS Rule Allows Many Nonprofits to Withhold Donor Information From the IRS," *Nossaman eAlert*, 05.28.2020

Author, "PPP Loan Confusion: IRS at Odds with Congress Over Deduction for Expenses," *Nossaman eAlert*, 05.05.2020

Author, "UPDATE 3 | COVID-19 Federal and California Tax Extensions," *Nossaman eAlert*, 04.13.2020

Author, "UPDATE 2 | COVID-19 Federal and California Tax Extensions," *Nossaman eAlert*, 04.06.2020

Author, "Update on COVID-19 Federal and California Tax Extensions," *Nossaman eAlert*, 03.30.2020

Author, "California FTB Answers the Question: Does an "LP Nothing" Really Matter?," *Nossaman eAlert*, 12.02.2019

Co-Author, "Don't You (Forget About Sales and Use Tax)," *Nossaman eAlert*, 09.12.2019

Co-author, "IRS Issues Final Rules for Notice of Intent to Operate as 501(c)(4) Social Welfare Organization," *Nossaman eAlert*, 07.29.2019

Co-Author, "EIN Kleine Komplikation: New IRS Policy on Employer Identification Numbers Could Seriously Delay Entity Formations," *Nossaman eAlert*, 05.07.2019

HONORS & RECOGNITIONS

AV Preeminent® Peer Review Rated by Martindale-Hubbell
Selected to the Super Lawyers list for 2010-2015

COMMUNITY & PROFESSIONAL

Los Angeles County Bar Association, Secretary/Vice Chair/Chair, Entertainment Tax Committee, Taxation Section, 1999-2003; Executive Committee Member-At-Large and Chair of Annual Tax Night, 2004; Third Vice Chair, 2005-2006; Second Vice Chair, 2006-2007; First Vice Chair, 2007-2008; Chair-Elect, 2008-2009; Chair, 2009-2010

State Bar of California, Vice-Chair/Chair, Corporate Tax Committee, Taxation Section, 1994-1997; Articles Editor, *California Tax Lawyer*, 1997-2001; Member, Executive Committee, Taxation Section, 1998-2000; Vice Chair, Executive Committee, Taxation Section, 2001

Princeton Club of Southern California, President, 2001-2003

Princeton Planned Giving Advisory Committee, 2004-present

PRACTICES

Taxation

Corporate

Corporate Finance

Employment

Entity Formation, Conversion & Restructuring

Health Law

Intellectual Property

Public Pensions & Investments

Real Estate

EDUCATION

Stanford Law School, J.D., 1985

Princeton University, A.B., 1982, Phi Beta Kappa, *summa cum laude*

ADMISSIONS

California

U.S. Tax Court

U.S. District Court, Central District of California

Alexander J. Van Roekel

Associate | Los Angeles

avanroekel@nossaman.com | 213.612.7834



Alex Van Roekel is an associate in Nossaman's Water Law Group. He provides counsel to clients on state and federal water law issues including water rights, groundwater management and public policy within the water sector. He also assists clients in proceedings in front of the California Public Utilities Commission.

During law school, Alex worked as a summer associate at Nossaman assisting with matters involving analysis of water rights permits, researching Public Utilities Commission precedent decisions and reviewing changes to the County Water Authority Act with regard to detachment. Alex also gained experience as an extern for the California Attorney General's Office, Land Law Section, where he focused on ongoing litigation for the section's clients including the State Lands Commission, the State Coastal Conservancy and the Department of Housing and Community Development.

Prior to attending law school, Alex had a successful sales career and served as a Legislative Affairs Intern for the Office of California Governor Edmund G. Brown Jr.

INSIGHTS

PUBLICATIONS

Author, "Newsom Issues Executive Order N-7-22 Outlining California's New Drought Strategies," *Nossaman eAlert*, 04.14.2022

PRACTICES

Water Law
Litigation

INDUSTRIES

Water

EDUCATION

University of California, Los Angeles School of Law, J.D., 2021; *Order of the Coif*; Masin Family Academic Excellence Gold Award; Articles Editor, *Journal of Environmental Law and Policy*
University of Southern California, B.A., 2013

ADMISSIONS

California

Raven McGuane

Associate | Los Angeles

rmcguane@nossaman.com | 213.612.7819



Raven McGuane focuses her practice on state and federal water industry issues. She assists in preparing legal briefs and advising clients on regulatory compliance and complex water rights issues. Raven's experience includes preparation for trial in water pollution tort cases.

Prior to joining the Firm, Raven was a water quality specialist at a water utility company where she managed and conducted environmental quality projects. During law school, she served as an extern at the United States Attorney's Office for the Central District of California.

INSIGHTS

SPEAKING ENGAGEMENTS

Moderator, "Living on the Edge: Managing Sea Level Rise in California," Nossaman's 2021 Water Webinar Series, 05.27.2021

PUBLICATIONS

Co-Author, "Challenges Facing California's Proposed Coastal Property Law," *Law360*, 06.22.2021

PRACTICES

Water Law
Water Litigation
Water Quality
Public Agency Representation
Litigation

INDUSTRIES

Water

EDUCATION

University of California, Los Angeles School of Law, J.D., 2020
University of California, Berkeley, B.S.

ADMISSIONS

California