



# **San Antonio Water Company General Legal Counsel Services**

July 12, 2022

**ORIGINAL**

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# About Fennemore





# EXECUTIVE SUMMARY

## 1. EXECUTIVE SUMMARY

Fennemore is pleased to provide this response to the San Antonio Water Company Request for Proposal for Legal Services. We appreciate the opportunity to provide information on the firm. As one of the region's largest and oldest law firms, Fennemore serves clients with effective and efficient legal counsel on a wide range of matters. Overall service, quality and delivering value are rightfully expected by clients, and Fennemore makes these a priority.

Fennemore, founded in 1885, is an innovative law firm leader helping clients meet the challenges of an ever-changing business environment. Fennemore has nearly 250 lawyers with offices in San Bernardino, San Diego, Sacramento, Oakland, Fresno, Modesto, Bakersfield, Walnut Creek in addition to offices in Arizona, Colorado and Nevada. With a heritage of more than 135 years of service to clients, we pledge to treat every client relationship with integrity and respect.

We believe we offer our clients an excellent value proposition: delivering top quality legal counsel on a regional platform at extremely competitive rates, particularly in contrast to national firms. 83 of our lawyers are listed in Best Lawyers in America® and 74 of our lawyers have the AV® Preeminent™ Peer Review Rating, the highest available from Martindale-Hubbell. And most important, in a client service survey conducted by Altman Weil, a national legal industry consulting firm, Fennemore received one of the three highest rankings in the country.

Our attorneys take a team approach in our services and will always look for cost-effective winning strategies. We rely on our years of experience, historical costs and data to develop a game plan to meet your goals. We are committed to building a candid relationship and keeping an open line of communication. Our goals are your goals and we will do our part in maintaining and building upon Company's long-term success.

Derek Hoffman will be the main contact for the Company, and all of his contact information is included within the response. He will take direction from the Company's Board of Directors, focusing on delivering the results sought by the Board and General Manager. The firm will support the Board, Officers, General Manager and executive staff to accomplish its strategic plans within the confines of the law and will advise regarding liability issues. Derek will also be responsible for most of the day to day assignments received or authorized by the Board President or General Manager.

Fennemore, and Mr. Hoffman in particular, has considerable experience working with mutual water companies and is familiar with the issues and concerns that occur serving as general counsel. The dynamic team available to support the Company possesses significant experience serving as general counsel and in each of the specific areas described in the Request for Proposal. We very much appreciate the opportunity to provide you with information about Fennemore and look forward to the chance to work with you in the future.



# Firm Description

## 2. FIRM DESCRIPTION

California's water resources have always been, and always will be, vital to the State's growth and sustainability. Conducting business in California requires compliance with a complex and ever-changing array of federal and state water laws and regulations. Our attorneys are equipped to assist the Company in complying with these regulations and in acquiring, maintaining, and protecting valuable water rights and water supplies.

### **Water Law**

Our water attorneys offer clients decades of experience in surface water, groundwater, water rights, water supply, and all types of water-related litigation. We also provide assistance with water resource planning and the interplay between utilization of water resources and the impact of various environmental laws. Our signature strength – in depth understanding of water rights and supplies and increasingly critical environmental restrictions affecting those rights and supplies – positions us to assist in addressing and resolving the most complex water issues facing the business world.

### **Water Permitting and Compliance**

We assist clients in formulating strategies to protect and utilize water rights. Our water rights attorneys negotiate and document numerous water rights conveyances, water service agreements and water infrastructure instruments. We frequently conduct due diligence in connection with transactions involving the acquisition of real property and water rights. We advise clients on compliance with regulatory and permitting matters involving federal, state and local laws, rules and policies, including groundwater extraction and surface water diversion reporting, State Water Board and California Department of Fish and Game requirements, compliance with groundwater adjudication judgments and local watermaster requirements, and environmental implications of exercising water rights.

### **Water Legislation and Regulation**

We have a long history of representing clients in drafting and negotiating water legislation. We represent clients in rule-making and regulatory matters before state and federal agencies.

### **Water Litigation**

Our water rights attorneys have represented clients in some of the largest and most complex groundwater basin adjudications in California, including the Antelope Valley, Mojave Basin

Area, Beaumont Basin, and the Indian Wells Valley. In addition to serving as trial counsel, we are involved in settlement negotiations for these and other water controversies. In addition, Fennemore represents clients in interstate stream litigation and related negotiations. We also have experience representing state governments in interstate water banking negotiations.

### **Water Rights and Supply**

We assist clients in developing and implementing effective strategies to obtain, maintain, protect and transfer water rights and supplies. Our practice includes guiding clients through the implementation of California's Sustainable Groundwater Management Act (SGMA), and other state and federal natural resources laws. Where water supplies are limited, we represent clients in water rights adjudications, including in some of the largest and most complex groundwater basins in California and Arizona.

Our water rights attorneys represent clients in water supply, water rights and development issues that include:

- Planning for the use and protection of water rights.
- Representing water users in groundwater adjudication matters.
- Drafting agreements and working with watermaster agencies to effectuate transfers of adjudicated groundwater rights.
- Conducting due diligence on water-related matters associated with real estate transactions and property portfolio management.
- Drafting and negotiating purchase and sale contracts relating to water issues.
- Analyzing title and survey matters concerning water.
- Drafting and negotiating water-related agreements, including line extension agreements, water supply wheeling agreements and development agreements between landowners, developers and municipal and private water providers.
- Securing effluent for recreational, development and industrial uses.
- Providing counsel on water conservation requirements to mutual water companies, municipal providers, developments, homeowners associations, golf courses, and industrial interests.
- Participating in the development of legislation, rulemaking and water-related policy at the state and regional level.
- Representation in administrative law proceedings involving water resource, rights, and compliance matters.

### **Representative Experience**

- Representation of mutual water companies in the SGMA process, including formation of groundwater sustainability agencies and the development and implementation of groundwater sustainability plans.
- Representation of mining and industrial interests in development of water resource strategies and water right management.
- Representation of mutual water company in water system consolidation project, including grant funding from State Water Resources Control Board.
- Representation of mutual water companies (and other clients) in multi-phased Antelope Valley Groundwater Adjudication resulting in stipulated judgment and

physical solution, and representation in post-judgment litigation and watermaster implementation.

- Represent agricultural interests in active, new streamlined groundwater adjudication in basin subject to SGMA requirements.
- Represent mutual water company in successfully defending storage rights in post-judgment litigation in adjudicated basin.
- Guide growing mutual water company through transition in becoming an urban water supplier, including adoption of first urban water management plan, water shortage contingency plan and annual water supply and demand assessments.
- Assist groundwater producers and surface water diverters in compliance with recordation and diversion reporting requirements.
- Advise mutual water company clients regarding compliance with State drought executive orders and State Water Board emergency regulations regarding water conservation requirements.
- Advise mutual water company in matters involving shareholder disputes and transfer of shares.
- Representation in litigation over the United States' claim to federal reserved water rights for Fort Huachuca, a military installation in southeastern Arizona.

### **Utility Representation**

Our attorneys handle the ongoing legal issues arising from the development and operation of mutual water companies that operate public water systems, as well as smaller water systems. We assist with financing and construction of water supply systems, negotiate water purchase and sale agreements, and water system consolidations. Our lawyers continually work with water system clients as their service areas grow and change. We also provide legal services to one of Arizona's largest investor-owned water and wastewater providers, in addition to smaller private water and wastewater utilities. We represent several utilities in the water, sewer, telecommunications, and natural gas industries. Our utilities and regulatory practice also extends to other state agencies, state boards and commissions, as well as related litigation in state and federal courts.

# Identification of Prime Counsel

## 3. IDENTIFICATION OF PRIME COUNSEL

Attorney	Designation	California Bar Admission Date
Derek Hoffman	Prime	December 2012
Kevin Randolph	Deputy	December 1990
Ernest Riffenburgh	Deputy	December 1983
Brent McManigal	Supporting Counsel	May 2009
Byrin Romney	Supporting Counsel	January 2021
Jaclyn Kawagoe	Supporting Counsel	January 2021
Chris Carrillo	Supporting Counsel	May 2013

Derek Hoffman as Prime Counsel will typically attend all Board of Directors and Board Executive Committee meetings. Mr. Hoffman works primarily in the firm's San Bernardino Office and also works regularly in the Fresno Office. If Mr. Hoffman is unable to attend a meeting, Kevin Randolph or another attorney will do so.

Our practice areas all have multiple attorneys with deep experience in the area. We have identified a team available to support the Company with significant experience. For items that require the services of firm attorneys not located in San Bernardino, the attorneys will be equally available by phone, video conference, or in person.

The firm is committed to communicating effectively and clearly with its clients. Clients are provided cell phone numbers and are able to be in contact quickly, even after hours or on weekends. The firm will be accessible to provide legal assistance to the Company on a 24-hour basis.

Please find the listed attorney bios beginning on the next page.



## DEREK HOFFMAN

Director

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San Bernardino, California | Fresno, California

Derek Hoffman is a seasoned water resources attorney and a director in our Natural Resources practice group. He has represented clients in some of the largest and most complex groundwater basin adjudications in California, including the Antelope Valley, Mojave Basin Area, and the Indian Wells Valley. His practice includes guiding clients through the implementation of California's Sustainable Groundwater Management Act (SGMA), and other state and federal natural resources laws. He assists clients in developing and implementing effective strategies to obtain, maintain, protect and transfer water rights and supplies. He also practices in the areas of business and real estate.

He enjoys the complex and ever-changing nature of water law, including its deep-rooted role in California's history and its future. He finds creative and pragmatic solutions for his clients' water supply needs, which often comprises an essential component to their business operations.

Derek is also an active member of the California water law community. He speaks and writes frequently on water-related topics. He is an Editorial Board Member and author for the California Water Law & Policy Reporter. He is a member of the Groundwater Resources Association of California and serves as Secretary-Treasurer for the CalWaterPAC.

Outside of the office, Derek and his wife are blessed with four children, and their lives are a whirlwind of attending and coaching youth sports teams, piano recitals and everything in between. Derek also enjoys the many year-round outdoor activities that California uniquely offers, including snowboarding, wakeboarding, wake-surfing, mountain biking and hiking. He also plays soccer once a week in an adult league.

### EDUCATION

- J.D., University of the Pacific, McGeorge School of Law
- M.S. The Johns Hopkins University, Carey Business School
- B.S., Accounting, Brigham Young University, Marriott School of Business

## AREAS OF PRACTICE

- Natural Resources
  - Agribusiness
- Water Law

## ARTICLES AND PRESENTATIONS

- Speaker, "California Water Law & Policy Conference, Indian Wells Valley: A Case Study of Complex Groundwater Management and Adjudication Issues in the SGMA Era," 2021
- Speaker, "California Water Law & Policy Conference, The Price of Water? Water and the Nasdaq", 2019
- Speaker, California Water Law & Policy Conference, 2018
- Speaker, California Water Law & Policy Conference, 2017
- Speaker, California Water Law & Policy Conference, 2016
- Speaker, "Water Rights in California," National Business Institute

## PROFESSIONAL AND COMMUNITY ACTIVITIES

- California Water Law & Policy Reporter
- Groundwater Resources Association of California, Inland Empire Branch
- CalMutuals
- CalWaterPAC
- Groundwater Resources Association of California
- California Association of Realtors, Legal Affairs Forum
- Riverside County Bar Association
- San Bernardino County Bar Association
- Reuben Clark Law Society

## ADMISSIONS

- California



## KEVIN K. RANDOLPH

*Director*

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San Bernardino, California

Kevin Randolph is a shareholder with a practice focusing on complex real estate, land use, and public/private economic development projects. Mr. Randolph has for many years served as legal counsel to private and public entities involved in the assembly, disposition, and development of land for residential, commercial, and governmental uses, including low- and moderate-income housing. He brings particular insight into the public sector after two decades of representing public agencies.

Mr. Randolph also serves as a state-court receiver and has been appointed in over 200 cases throughout California. He manages a team of litigation attorneys, real estate agents, and supporting staff in connection with his receivership work and, together, they have successfully completed single-family, multi-family, and commercial rehabilitation projects. His work in this area gives him the ability to carefully and effectively work with local land use and code enforcement agencies and to assist the firm's clients who need code enforcement and land use defense. Mr. Randolph is a member of the California Receivers Forum and speaks on the strategic and effective use of the receivership remedy to various national, state and local organizations.

Mr. Randolph serves on the boards of directors of several non-profit community organizations, including the Southern California Mountains Foundation, the Riverside Housing Development Corporation, and SmartRiverside.

### EDUCATION

- J.D., *cum laude*, Loyola Law School, Los Angeles
- B.S., *magna cum laude*, California State University, Pomona
- Order of the Coif

### AREAS OF PRACTICE

- Real Estate
- Land Use

## REPRESENTATIVE MATTER

- City of Riverside v. Horspool (2014) 223 Cal.App.4th. Appellate court decision confirming that receiver's liens placed on the property to secure rehabilitation and other receivership costs have super-priority and upholding the court's right to order property in receivership sold free and clear of existing liens.

## ARTICLES AND PRESENTATIONS

- "Receiverships for the Tough Problems," International Municipal Lawyers Association, October 4, 2015
- "Health & Safety Code Section 17980.7 Receiverships," Riverside City Code Enforcement May 27-28, 2015
- "Receiverships for the Tough Problems," International Municipal Lawyers Association (2015)
- "Health and Safety Code Receiverships in the County of Riverside," Attorneys for the County of Riverside, November 13, 2014
- "Enhancing Neighborhood Livability Through the Use of Code Enforcement Receiverships," League of California Cities 2014 Annual Conference & Expo, September 4, 2014
- "Protecting Neighborhood Livability: The Effective Use of Health & Safety Code Receiverships," League of California Cities – City Attorneys' Department Spring 2014 Conference, May 7, 2014
- "Health & Safety Code § 17980.7 – A How-To Manual for Dealing with Distressed Properties," League of California Cities – City Attorneys' Department (2014)
- "Protecting Neighborhood Livability: Code Enforcement, Civil Penalties, Drug Abatements and Receiverships," League of California Cities – Opening General Session (2014)
- "Real Property Receiverships in the City of Riverside," Attorneys for the City of Riverside, October 25, 2013

## PROFESSIONAL AND COMMUNITY ACTIVITIES

- Board Member, Riverside Housing Development Corporation
- Board Member and General Counsel, SmartRiverside
- Member, State Bar of California
- Member, American Bar Association
- Member, California Receivers Forum

## ADMISSIONS

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

- U.S. District Court, Eastern District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California



## ERNEST E. RIFFENBURGH

*Attorney at Law*

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San Bernardino, California

Ernest (“Ernie”) Riffenburgh is a director in our San Bernardino office with extensive experience in the purchase, sale, leasing, and subdivision of commercial, industrial, mining, and recreation and resort real property, as well as the resolution of title issues, mapping, easements, licenses, property rights derived from government agencies, and mutual water company law. His practice also includes analysis and appeal of real property tax assessments. Ernie is often called upon to analyze and resolve title and real property tax issues on behalf of national retail, railroad, commercial, industrial, and mining development clients. His in-depth knowledge and experience inspire his approach to complex title and real property tax issues, leading to innovative and effective solutions.

Ernie brings the same drive to his community efforts apparent in his law practice. He is an active member of the Desert Valleys Builders Association serving the Coachella and Imperial Valleys. During his chairmanship of the Board of Directors of the Ontario Chamber of Commerce, the highly successful Southern California Aviation Summit was established, bringing recognition to the Ontario Airport as a national transportation hub, drawing attendees from throughout the western United States, including representatives from the airline industry, major metropolitan cities and agencies, as well as many well-known private enterprises.

Also established during Ernie’s chairmanship was the Government Affairs Council, advocating to government entities on behalf of the business community.

### EDUCATION

- J.D., University of Southern California, Gould School of Law
- B.S., *cum laude*, University of Southern California

### AREAS OF PRACTICE

- Real Estate
- Real Estate Transactions
- Real Property Taxation
- Mining Law
- Mutual Water Company Law

### REPRESENTATIVE MATTERS

- Lead counsel to developer of a major regional commercial airport
- Local real estate general counsel to international convenience store retail chain.
- Negotiate and document dozens of mining property acquisitions, sales, leases, and rights-of-way for major mineral development companies.
  - Lead counsel to two major private mining/industrial railroad lines.

- Led team of attorneys and paralegals in extensive County, State and Federal records analysis.
- Identify and resolve title and permit issues with private parties and local, State, and Federal agencies.
- Title analysis and counsel regarding fee lands and patented and unpatented mining claims for major mineral development companies.
  - Led team of attorneys and paralegals in extensive County, State, and Federal records analysis.
  - Identify and resolve title and permit issues with private parties and local, State, and Federal agencies.
- Lead real estate counsel to major Southern California medical practice (over 100 physicians), negotiating and documenting multiple Class A office building acquisitions and leases.
- Negotiate and document parcel, easement, and well site acquisitions for major Southern California skiing/recreational facility.
- Corporate and real estate general counsel to Southern California mutual water company for more than 30 years.

## AWARDS AND HONORS

- Best Lawyers, Inland Empire list, Inland Empire Magazine, 2008-2021
- AV Preeminent rating, Martindale-Hubbell Peer Review

## PROFESSIONAL AND COMMUNITY ACTIVITIES

- Member, San Bernardino County Bar Association
- Member, State Bar of California
- Member, American Bar Association
- Member, Desert Valleys Builders Association
- Member, S. Green Building Council, Inland Empire Chapter, 2009 – 2013, including Board of Directors, Fall 2010 – Spring 2011; Pacific Regional Council Co-Liaison, Spring 2011; Coachella Valley Branch Liaison, Fall 2010
- Member, Ontario Chamber of Commerce, 1998 – 2008, including Board of Directors, Immediate Past-Chair, 2007 – 2008; Board of Directors, Chairman, 2006 – 2007; Board of Directors, Chair-Elect, 2005 – 2006; Vice Chair, Business Division, 2004 – 2005; Board of Directors, 2001 – 2008; Chair, Business Retention & Development Committee, 1999 – 2004
- Member, Rotary Club of San Bernardino Crossroads, 1986 – 2000, including President, 1992 – 1993; Fundraising Chair, 1993 – 1994; Board of Directors, 1989 – 1997
- Board of Directors, San Bernardino Executives Association, 1996 – 1997
- Board of Directors, Project Home Run, 1992 – 1995
- Board of Directors, Senior Citizens Foundation of San Bernardino, 1991 – 1994
- Delegate, Moscow Conference on Law and Bilateral Economic Cooperation, 1990
- Member, USC Legion Lex Inn of Court, 1985 – 1991; Executive Committee, 1988 – 1991

## ADMISSIONS

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



## **BRENT MCMANIGAL**

*Director*

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San Bernardino, California

Brent McManigal is a director in our San Bernardino office who counsels clients through the numerous local, state, and federal laws related to project management, permitting, and environmental compliance, including compliance with the California Environmental Quality Act (CEQA), Porter Cologne Act, and Endangered Species Act. He has experience in all aspects of commercial, industrial, residential, and waste management projects, including preliminary market and business analysis, contract negotiations, permitting, and public relations.

Brent has also assisted both public agencies and private businesses with public bidding and compliance with prevailing wage and public works requirements. He is experienced in working with state and federal agencies including the California Alcoholic Beverage Control Board, the State Water Board, the Air Resources Board Department of Industrial Relations, and the Federal Environmental Protection Agency.

In the past, Brent spent time as a city planner, as well as a key manager with one of the nation's leading waste management companies. While in the waste management industry, he was involved in mergers and acquisitions, permitting, construction, and the start-up of a waste-to-energy facility, in addition to leading operations across several states. Through this work, Brent worked closely with and obtained permits through not only the United States Environmental Protection Agency, but also numerous states across the country and throughout California. Throughout his career, Brent has been involved in leading controversial and high-profile projects. With his extensive experience in local and regional planning, business management, regulatory compliance, and construction management, he is uniquely suited to assist clients in all aspects of business and development activities to successfully bring their projects to completion.

### **EDUCATION**

- J.D., University of La Verne, College of Law
- B.A., The Evergreen State College

## AREAS OF PRACTICE

- Government Relations & Regulatory
- Land Use
- Mining Law
- Natural Resources

## REPRESENTATIVE MATTER

- Liquor licensing of over 150 retail stores across California during the past six years. Focus on land use approvals, including compliance with the California Environmental Quality Act, for large shopping centers, public contracting, protests against public contracts, prevailing wage law and groundwater sustainability.

## ARTICLES AND PRESENTATIONS

- Author, "California Assembly Bill 52 – A Study in Frustration or a Legislative Success?", California Land Use Reporter, November 2015
- Author, "California Department of Water Resources Study Prepared by NASA shows Central Valley Land Dropping at a Faster Pace Due to Groundwater Pumping," California Water Reporter, October 2015
- Author, "One Billion Dollars in Emergency Funds for Drought Relief Approved by California Legislature and signed by Governor Brown," California Water Reporter, May 2015

## PROFESSIONAL AND COMMUNITY ACTIVITIES

- Member, The State Bar of California
- Member, American Bar Association

## ADMISSIONS

- California



## BYRIN A. ROMNEY

*Associate*

**P** 559.432.4500

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Fresno, California

Byrin Romney is an attorney in our firm with a rapidly-developing practice. He advises on a broad range of civil litigation matters, including business, real estate, and water disputes.

Understanding that the law animates how businesses and communities operate, Byrin entered the legal industry to help clients find innovative solutions to their problems. He enjoys handling matters that go beyond the ordinary and that provide clients with a sense of security and resolution. Byrin assists clients by efficiently navigating the litigation process, providing representation in court, mediation, and settlement negotiations, and preparing litigation documents.

An important part of Byrin's practice involves advising clients on the use and application of their water rights. Byrin's water law practice includes due diligence analysis in preparation for land acquisition or development, advising water providers such as private water companies, water rights litigation, and coordination with hydrological experts.

Out of the office, Byrin unwinds by training for and competing in triathlons, playing volleyball, and wake surfing. He especially enjoys spending time with his wife and two children.

### EDUCATION

- J.D., Willamette University College of Law
- B.A., Brigham Young University
- Business Law Certificate, Willamette University
- Winner, First Year Appellate Competition, Willamette University
- Member, Moot Court Board

## AREAS OF PRACTICE

- Business Litigation
- Civil Litigation
- Internet and E-commerce Law
- Real Estate
- Water Law

## ARTICLES AND PRESENTATIONS

- Co-Author, "California State Water Resources Control Board Adopts Emergency Drought Regulation Pursuant to Executive Order," *California Water Law & Policy Reporter*, Volume 32, June 2022.
- Co-Author, "California Third District Court of Appeal Finds Watermaster Not Aggrieved Party, Dismisses Appeal of Trial Court Orders Interpreting Water Rights Decree," *California Water Law & Policy Reporter*, Volume 32, April 2022.
- Co-Author, "Arrowhead Mountain Spring Water Challenges Draft Cease and Desist Order Issued by California State Water Resources Control Board," *California Water Law & Policy Reporter*, Volume 32, March 2022.
- Co-Author, "First District Court of Appeal Finds CEQA Does Not Apply to State Water Resources Control Board's Review of Small Domestic Water Use Permits," *California Water Law & Policy Reporter*, Volume 32, February 2022.
- Co-Author, "California State Water Resources Control Board Considers Imposing Mandatory Water Use Restrictions Statewide in Response to Drought Conditions," *California Water Law & Policy Reporter*, Volume 32, January 2022.
- Author, "Screens, Teens, and Porn Scenes: Legislative Approaches to Protecting Youth From Exposure to Pornography," *Vermont Law Review*, Volume 45, Book 1 (2020).

## ADMISSIONS

- California
- Nevada



## JACLYN M. KAWAGOE

*Associate*

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Fresno, California

Jaclyn Kawagoe is a recent addition to the Fennemore Dowling Aaron family, and she works in the transactional department, as well as our estate planning practice group. As a former summer associate and clerk of the firm, she focused her efforts as much as possible on business and real estate transactions, particularly for agricultural clients and family-owned businesses. Jaclyn is detail-oriented and enjoys drafting and editing in order to create the most clear, straightforward, consistent, and correct document, which fully serves the client's purposes. She's also worked on mergers and acquisitions, private placement of securities (SEC exempt), covenants and restrictions for real estate use, employment contracts, and estate planning, and has a great interest in water law.

Jaclyn became interested in justice, broadly defined, in college and began exploring career options which would serve those ends. One summer, she volunteered with California Rural Legal Assistance (a direct-services legal aid) in northern California, and she fell in love with the practice of law. Law engages Jaclyn intellectually, and it allows her to use her skills and talents, and most importantly, it was a way for her to make a difference in others' lives. She discovered transactional law during her first summer of law school, when she worked at the U.S. Department of Agriculture Office of General Counsel in San Francisco. She immediately knew that was the kind of law she wants to practice. She passionately believes that it is a privilege to participate with the client in creating something new and good in the world, and the possibilities of what can be done are almost endless. A true "law geek," Jaclyn really enjoys the work itself; she loves how it is detail-oriented, and she enjoys trying to craft the best possible version of the document. She receives great satisfaction when she has the opportunity to create a clear, beautiful, concise document that achieves her client's aims and is completely understandable.

Outside of the office, Jaclyn loves hiking, backpacking, and just being in the mountains. She thinks that it's a huge blessing to live in Fresno and be so close to two national parks and several national forests. Jaclyn also enjoys reading, cooking, and tending her collection of potted plants, and she hopes to soon be able to start a garden. Like many workout warriors, she's also looking forward to the day COVID-19 allows her rock climbing gym to reopen, as she also enjoys climbing and bouldering there.

## EDUCATION

- J.D., University of California, Davis School of Law
- B.A., with distinction, Stanford University
- Certificate, King Hall Public Service Program
- Order of the Coif
- Phi Beta Kappa

## AREAS OF PRACTICE

- Business and Finance
- Mergers and Acquisitions
- Real Estate

## ADMISSIONS

- Provisionally Licensed Lawyer, California

## LANGUAGE

- French, Proficient



## CHRIS CARRILLO

*Associate*

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San Bernardino, California

Chris Carrillo is an associate who works in our Employment & Labor and Litigation practice groups out of our San Bernardino office. His practice focuses on employment and labor issues. Chris represents clients through all aspects of litigation, as well as serving in an advisory capacity. In 2016, he prevailed in a highly publicized age discrimination jury trial representing a terminated Division Fire Chief. Chris ultimately made arguments before the California Courts of Appeal, proving success in a published decision that set new precedent for the California Firefighter Bill of Rights.

Chris has been an Adjunct Professor in Trial Advocacy and Professional Responsibility at the University of La Verne College of Law and volunteers his time coaching the Citrus Valley High School Mock Trial team.

He has worked for the United States Senate, the San Bernardino County Board of Supervisors, and currently serves as a Governing Board Member for the East Valley Water District Board of Directors.

### EDUCATION

- J.D., Loyola Law School, Los Angeles
- M.A., Claremont Graduate University
- B.A., Georgetown University

### AREAS OF PRACTICE

- Business Litigation
- Employment & Labor

### REPRESENTATIVE MATTERS

- Obtained \$1.8 million judgment in favor of client in an age discrimination jury trial
- 2018 published decision in California's Fourth District Court of Appeal

## PROFESSIONAL AND COMMUNITY ACTIVITIES

- Member, State Bar of California
- Governing Board Member, East Valley Water District Board of Directors
- Head Coach, Citrus Valley High School Mock Trial Program
- Board Member, The Wildlands Conservancy
- Board Member, Montessori in Redlands
- Former Board Member, Redlands Bowl Performing Arts

## ADMISSIONS

- California



# Identification of Counsel Expertise

## 4. IDENTIFICATION OF GENERAL COUNSEL EXPERTISE

Fennemore attorneys demonstrate legal expertise in the following areas as it relates to mutual water companies or public agencies:

- **Laws and regulations governing California mutual water companies, special districts, and operating procedures relative to the conduct of company business.**

Mr. Hoffman, Mr. Riffenburgh and other Fennemore attorneys represent mutual water companies in various capacities, including general counsel, transactional and litigation matters. We assist mutuals in corporate governance, shareholder meetings and shareholder rights, share transfers and enforcement of liens on shares, water supply management, preparation and enforcement of resolutions and policies. We assist mutual water companies in securing governing-board positions and other meaningful roles in Groundwater Sustainability Agencies, in the development of Groundwater Sustainability Plans and in local and general SGMA compliance. We advise large mutual water company clients through requirements of urban water management and water shortage contingency plans. We also represent mutual water companies in groundwater adjudications, in which the unique nature of water rights exercised by mutuals has been established in securing water rights.

- **Experience and knowledge of Contracting Code, Labor Code and other California statutes governing the bidding, awarding, contracting and construction.**

Fennemore attorneys represent numerous public agencies and boards with respect to matters involving the Public Contract Code, Labor Code, and Government Code. This experience includes current representation of the nation's largest community college district with respect to the bidding and award of a large real estate development project. Other Fennemore attorneys represent smaller public agencies and districts closer in size to the Company, with one current project involving the construction of additional facilities for a local hospital district.

- **Environmental law including California Environmental Quality Act (CEQA) and National Environmental Policy Act (NEPA).**

Fennemore counsels clients through the numerous local, state, and federal laws related to project management, permitting, and environmental compliance, including compliance with the California Environmental Quality Act (CEQA), Porter Cologne Act, and Endangered Species Act. We have experience in all aspects of commercial, industrial, residential, and waste management projects including preliminary market and business analysis, contract

negotiations, permitting, operations, compliance and public relations. We are experienced in working with state and federal agencies including, the State Water Board, the Air Resources Board, and the Federal Environmental Protection Agency.

Prior to working at Fennemore, Brent McManigal spent five years as a city planner, followed by 12 years as a key manager with one of the nation's leading waste management companies. While in the waste management industry, he was involved in mergers and acquisitions, permitting, construction and the start-up of a waste-to-energy facility. In addition, Mr. McManigal lead operations across several states including working with numerous water and wastewater facilities managing and recycling residuals. Through this work, Mr. McManigal worked closely with and obtained permits (including compliance with CEQA and the NEPA) through not only the United States Environmental Protection Agency, but also numerous states across the country and throughout California. All through his career, Mr. McManigal has been involved in leading controversial and high-profile projects. With his extensive experience in local and regional planning, business management, operations and regulatory compliance, and construction management, Mr. McManigal is uniquely suited to assist the Company on CEQA and NEPA matters.

- **Contracts, Joint Powers Authorities, Memorandums of Understanding including risk transfer provisions.**

As general counsel to a number of public authorities and boards of directors, Mr. Hoffman and Mr. Randolph are all well versed in the preparation and delivery of legal opinions, the preparation, review and adoption of contracts and memoranda of understanding, including provisions regarding warranties, indemnity and insurance, resolutions of the Board of Directors and policies to be adopted by an organization. We all are capable of understanding and managing litigation matters faced by the Company.

- **Preparation and review of ordinances and resolutions.**

We are well versed in the preparation and review of ordinances, resolutions, rules and regulations and policies for mutual water companies and agencies, including governing documents and amendments, water shortage declarations and conservation practices, adoption of new policies and approvals to enter into contracts with third parties, and advocating and negotiations revisions to proposed policies and governing rules and regulations of other agencies including groundwater sustainability agencies and watermasters. Mr. Hoffman and Mr. Riffenburgh have guided mutual water company clients in successfully managing and maintaining reliable water supplies through historic local and statewide droughts.

- **Real estate law, easements, right-of-way and other related agreements and negotiations.**

Fennemore's real estate practice is one of the largest in the West and encompasses all aspects of real estate, from acquisition and finance, through development, leasing and sale. There are more than 35 attorneys in the firm who devote substantially all of their practice to real estate, as well as a number of other attorneys who are involved in discrete aspects of real estate matters. The firm represents developers of master-planned communities, condominiums, apartment complexes, hotels, resorts, clubs, office buildings, industrial parks, shopping centers, golf courses, and other residential and commercial projects. In working

with our clients, Fennemore attorneys routinely and frequently negotiate and document all aspects of the transaction, including easements and rights-of-way for access, utility lines and facilities, and construction. The firm also has substantial experience in dealing with the broad variety of issues and situations involved in zoning and land use, including advising clients with respect to special use permits, encroachment permits and other permitting aspects of land use.

Fennemore's condemnation and eminent domain practice represents both condemning authorities and landowners in disputes regarding eminent domain. Our attorneys combine substantial experience in real estate and business transactions with negotiation, litigation and dispute resolution experience on eminent domain covering such matters as transmission lines, pipelines, rights-of-way for new roads and roadway expansion, rail, light rail, and communications lines. Our attorneys are successful litigators in complex condemnation and business valuation issues on both the right to take as well as valuation issues. We have represented condemning authorities and property owners in partial and total takings in cases involving inverse condemnation matters as well as traditional condemnations. We understand that delays and litigation are costly and we strive to assist clients in avoiding disputes or seeking cost effective resolution of disputes whenever possible.

Our attorneys have significant experience in working with appraisal experts, as well as witnesses providing testimony on issues of land use, zoning and development, engineering matters, construction feasibility and development and construction costs, utilities, traffic and circulation, billboards, existing leases and leasing, and rail spur construction and use. They have worked both on matters involving a single condemnee and cases involving multiple active defendants and the allocation of contested and uncontested compensation among and between multiple parties and interests. They work on temporary takings, easements, adverse possession, inverse condemnation, environmental matters and issues of severance damages, the cost of cure, general and special project benefits, likelihood of zoning changes and other land use restrictions, and cases in which market value is alleged to be an inadequate measure of just compensation. They also assist clients in addressing vested rights to future.

- **California Public Records Request Act and Ralph M Brown Act.**

We regularly prepare and pursue requests for public records under the California Public Records Act and federal Freedom of Information Act. Mr. Hoffman and Mr. Riffenburgh also regularly advise mutual water company clients regarding similar laws and the enforcement of bylaw provisions pertaining to records requests from shareholders and non-shareholders (Corporations Code section 14300 et seq.)

Mr. Randolph has advised numerous public agencies over his 30-year practice with regard to matters involving compliance with the open meeting provisions of the Brown Act, including agenda postings, public participation, closed sessions, and rules of conduct.

- **Law pertaining to mutual water company fees and taxes.**

We assist our mutual water company clients in the establishment of water assessments and rate structures, including through engagement of recognized water rate consultants. Our experience includes advising mutual water company boards in enforcing governing policies,

statutory provisions, and related laws pertaining to collection and enforcement of payment of assessments and charges.

- **Other relevant areas pertaining to mutual water companies, special districts, water district or municipal law.**

Mr. Hoffman's experience includes representing certain mutual water companies that have existed for more than a century and hold unique, extensive service territory interests and privileges.

Mr. Randolph's experience in representation of special authorities and districts includes a focus on board conflicts of interests and disclosures. This special area of the "duty of loyalty" of board members often involves legislative compliance or board policy associated with conflicts of interest and gift policies.



# Experience and Past Performance

## 5. EXPERIENCE AND PAST PERFORMANCE

Below is a summary of experience and performance for similar agencies.

### South Mesa Water Company

#### Contact Information

Dave Armstrong, General Manager  
(909) 795-2401

#### Agency Description

Longstanding mutual water company holding unique, historical interests and adjudicated water rights. Approximately 3,000 service connections. Member of governing board of Yucaipa Groundwater Sustainability Agency.

#### Total Term of Relationship with Agency

More than 10 years

### Antelope Valley United Mutuals Group – Antelope Valley Groundwater Adjudication

#### Contact Information

John Ukkestad, Litigation Coordination Representative  
Phone number to be provided separately, upon request

#### Agency Description

Group of individual mutual water companies holding adjudicated water rights in Antelope Valley Groundwater Adjudication. Member clients include:

- Antelope Park Mutual Water Company
- Aqua-J Mutual Water Company
- Averydale Mutual Water Company
- Baxter Mutual Water Company
- Bleich Flat Mutual Water Company
- Colorado Mutual Water Company
- El Dorado Mutual Water Company
- Evergreen Mutual Water Company
- Landale Mutual Water Company
- Shadow Acres Mutual Water Company
- Sundale Mutual Water Company

- Sunnyside Farms Mutual Water Company
- Tierra Bonita Mutual Water Company
- West Side Park Mutual Water Company
- White Fence Farms Mutual Water Company

**Total Term of Relationship with Agency**

More than 10 years

**Sheep Creek Mutual Water Company**

**Contact Information**

Andy Zody, President of the Board

Joe Tapia, General Manager

April Chaplin, Office Manager/Secretary

(760) 868-3755

**Agency Description**

Longstanding mutual water company with historic and adjudicated water rights and privileges.

**Total Term of Relationship with Agency**

Over 40+ years



# Firm's Local Experience

## 6. FIRM'S LOCAL EXPERIENCE

On April 1, 2022 Fennemore added 50 attorneys and allied legal professionals to its roster and opened new offices in San Bernardino and San Diego. The group of attorneys that joined Fennemore came from one of the most influential full service law firms in Inland Southern California that dated back more than 110 years.

Fennemore takes pride in our long-term client relationships – some extending more than 100 years.

We value professional and community service. Our lawyers serve more than 400 nonprofit, professional and civic organizations. In the Inland Empire these include:

- Southern California Mountains Foundation
- Boy Scouts of America
- Redlands Bowl Performing Arts
- University of California, Riverside, Planned Giving Advisory Board
- Riverside Housing Development Corporation
- The Community Foundation, Serving Riverside & San Bernardino Counties
- The Wildlands Conservancy
- Riverside Sunrise Rotary
- Riverside County Lincoln Club
- California State University San Bernardino, Philanthropic Foundation
- San Bernardino Community Scholarship Association
- Mitsubishi Cement Corporation Educational Foundation
- Riverside City Library
- March Field Air Museum
- Riverside-Arlington Kiwanis Club
- Loma Linda University Children's Hospital Foundation
- Big Brothers Big Sisters of the Inland Empire

The Fennemore Foundation a 501c3 provides a means for firm lawyers, staff and their families to raise money and support numerous fundraising events throughout the year. Fennemore also has an active Pro Bono program through which our lawyers provide legal services to a wide variety of individuals and organizations, helping to strengthen our communities.

# Conflict of Interest / Ethics

## 7. CONFLICT OF INTEREST / ETHICS

Fennemore is diligent in avoiding conflicts of interest. Once we are contacted by a potential client, we complete a thorough conflict check. In most cases, as the result of a conflict check, there will be no conflicts. If a potential conflict is uncovered, we determine if the conflict is real, and decline the engagement of the client.

Fennemore represents Vulcan Materials Company, which we understand is one of the Company's shareholders. Though we do not anticipate this presenting a conflict of interest that would preclude our representation of San Antonio Water Company, we would of course appropriately address any potential or actual conflict should such a conflict arise.

Fennemore does not have actual conflicts of interest with the San Antonio Water Company.

Fennemore does not have direct or indirect business relationships with any of the neighboring agencies, cities or special districts.

The attorneys identified in our response do not have any malpractice complaints, suits or State Bar complaints filed against them.

# Proposed Total Professional Fee and Fee Schedules

## 8. PROPOSED TOTAL PROFESSIONAL FEE AND FEE SCHEDULES

The proposed total professional fee and fee schedules are included under a separate sealed cover.