

Calaveras Public Utility District

Request for Proposals

GENERAL COUNSEL LEGAL SERVICES

Proposals due

April 10, 2019
4:00 p.m.

Proposals should be sent electronically to:
Donna Leatherman at
info@cpud.org

Proposals sent by mail must be directed to:
Calaveras Public Utility District
Attn: Donna Leatherman, District Manager
P.O. Box 666
San Andreas, CA 95249

1. Purpose

The Calaveras Public Utility District Board of Directors (Board of Directors) invites interested firms and individuals with a minimum of ten (10) years of California water and local government law experience to submit written proposals to provide General Counsel legal services. Firms and individuals are invited to submit proposals for the full range of legal services, including water and general government law practices. As General Counsel, the selected law firm or individual will be expected to provide a wide range of legal services to the District. The law firm or individual will be selected by the Board of Directors and will work closely with the District Manager and staff.

2. Background

Calaveras Public Utility District (CPUD) was formed in 1934 as a publicly owned utility to provide water to San Andreas, Mokelumne Hill, and outlying areas including Paloma, Glencoe, and Railroad Flat.

Calaveras Public Utility District provides water service to approximately 4,500 residential, commercial with just under 2,000 service connections. CPUD also operates and maintains 6 water storage tanks, a water treatment facility, 3 reservoirs and dam systems, and approximately 18 miles of pipelines within its 27 square mile service area. The boundary maps of CPUD is included with this RFP as Attachments A, respectively.

CPUD has two organizational divisions; Administration and Transmission & Distribution (T&D). There are 10 staff positions, none of which are represented by any bargaining group.

CPUD's annual operating budget for FY 2018/19 is approximately \$2.9 million. CPUD also has a lengthy Capital Improvement Program with a roadmap of projects that exceeds \$7.7 million which included capital improvements of over \$750,000. The future of CPUD's budget, capital improvements, and reserves are pending the Board's decisions based on a proposed Prop 218 rate increase.

A five-member board of directors (the "Board of Directors") governs the District. Members of the Board of Directors are elected at large and serve four-year staggered terms.

3. Scope of Services

The anticipated services will include, but are not limited to, the following:

- (a) Represent and advise the Board of Directors as the governing body and all District Officers in all matters of law pertaining to their offices.
- (b) Represent and appear for any District Officer and/or employee or any former District Officer and/or employee in legal proceedings in which any such

officer or employer is entitled by law to representation furnished by the District.

- (c) Attend regular meetings of the Board of Directors and special meetings when called and provide legal advice and opinions as requested by the Board of Directors, District Manager or staff.
- (d) To be promptly available for telephone consultation and to render written opinions on given issues related to District business in a timely manner.
- (e) Approve the form and content of Board of Directors reports, District contracts and all performance bonds, certificates of insurance and like documents tendered to the District on a requested basis.
- (f) Prepare or review all Ordinances, Resolutions, Contracts, Deeds, Leases, and all other legal documents as requested by the District Manager or designee.
- (g) Provide recommendation and advice when requested by the Board of Directors pertaining to the retention of and employment of outside law specialists in complex and important matters in which the District may be involved.
- (h) Investigate all claims and complaints by or against the District and prepare civil cases and act as trial counsel as required and requested by the Board of Directors or District Manager.
- (i) Review citations for violations of District ordinances in accordance with criminal/civil law and procedures; prepare and try infractions, misdemeanors, and ordinance violations as required and requested by the District Manager.
- (j) Prepare extended legal opinions of a complex nature as requested by the Board of Directors, District Manager, or the District Manager's designee.
- (k) Oversee and manage the legal affairs of the District and ensure that the policies, programs, and activities of the District and its employees and agents are carried out in compliance with all applicable law and that the best interests of the District are otherwise protected to the fullest extent possible.

The selected law firm shall provide the full normal range of services of the General Counsel as described above. Among other things, the General Counsel shall have expertise on California and Federal water law, the Ralph M. Brown Act (California Government Code section 54952 et seq.), the California Public Records Act (Govt. Code section 6200 et seq.), California conflict of interest law (Govt. Code section 1090), the Political Reform Act of 1974 (Govt. Code section 81000 et seq.), the California Tort Claims Act (Govt. Code section 815 et seq.), the California Environmental Quality Act

(California Public Resources Code section 21000 et seq.), public works construction, and the federal Americans with Disabilities Act. The selected law firm shall establish and maintain services to the District in case of the unavoidable absence of the lead attorney through temporary or backup legal services satisfactory to the District. The General Counsel will provide the District with education and in-service seminars as mutually agreed to maintain a level of education among the Board of Directors, staff and management, to the fullest extent possible, to increase the knowledge of District staff and Board Members, and to reduce liability.

The Board of Directors holds its Regular Meeting on the second Tuesday of each calendar month. Special Meetings may be held on a date, determined by the Board of Directors. Closed Sessions may be held prior to or after open sessions. Workshops are held during the open session at a time determined by the Board of Directors. The General Counsel may be asked to attend Special Meetings, Closed Sessions and workshops. The District does not require the General Counsel to hold regular office hours, but expects the selected law firm to be available to attend meetings in person or remotely (via video, web-streaming or teleconference) if needed. The General Counsel does not usually attend the District's committee meetings.

Prior to initiation of any work on a given matter, the District may request a written statement of the estimated cost of such work. The District requests proposals covering the full scope of requested legal services, including water, and general government services.

4. RFP Response Format

The RFP respondent shall submit an electronic copy (PDF format) of the RFP response with all of the information requested. In order to simplify the proposal evaluation process, the District is seeking RFP responses in the following format: ***Important-- Please submit your RFP responses with section breaks/cover pages corresponding to the lettered items in the section below.**

5. Proposal Form and Content

A. Proposal Submittal

All pages of the proposal must be numbered consecutively. The proposal must be organized in accordance with the list of proposal contents. The proposal must provide specific and succinct responses to all questions and requests for information.

Respondents must include the following items in their proposals addressing the Scope of Services above. Proposals and the fee schedule must be valid and binding for 120 days following the proposal due date, and may become part of the agreement with the District.

B. Letter of Transmittal

Include a cover letter signed by a duly authorized representative of the firm. The cover letter must include name, address, telephone number (cell phone number preferred but not required) and e-mail address of the firm submitting the proposal. In addition, the name, title, address, telephone number, and e-mail address of the person or persons who are authorized to represent the firm and to whom correspondence should be directed shall be included. An unsigned proposal is a ground for rejection.

C. Table of Contents

Include a clear identification of the submitted material by section and by page number.

D. Summary

Introduce the proposal and summarize the key provisions of the proposal. Based on your firm's expertise and qualifications, explain why your firm is best suited to provide the services described herein.

E. Statement of Understanding

Include a detailed statement of understanding of the legal services to be provided. If there are services listed in this RFP that the firm will not be able to provide, please be certain to address that in your response.

F. Background and Experience

1. Official name and address and specify the type of entity (partnership, LLC, corporation, etc.).
2. Describe the firm's background and history, including the number of years in practice. Describe in detail the firm's water and public agency legal services expertise.
3. List the location of office(s) that would serve the District.
4. Provide an organization chart and staffing plan identifying key personnel, related lines of authority and responsibility of those team members who will provide the services described in this RFP.

G. Approach to Legal Services

1. Describe your view of the role of the General Counsel, your interaction with the Board of Directors (both collectively and individually), the District Manager and staff.
2. Describe how the firm would keep the District informed about the status of litigation and other legal matters.
3. Provide your best example of a written communication to a governing body about a legal issue, prepared within the past five 5 years and not to exceed four pages, in which options are explained and a recommendation is given. (Redaction of privileged information is expected.)
4. Describe how you track and manage legal fees and costs.
5. Describe how you would proactively advise the District about legal developments or issues of concern, without being asked. If you use newsletters or other published communications, please describe the general content and frequency of publication.
6. Please identify the most significant water policy, program or legal matter that the firm has handled within the past five years, explain in detail why the matter was significant, and indicate the outcome of the legal matter.
7. Please provide the most creative advice the firm has provided to a public agency client within the past five years, explain why the advice was creative, and describe the outcome of the matter upon which the advice was provided.
8. Please identify whether the firm has had an agreement with a public agency terminated within the past five years, and provide contact information for persons knowledgeable regarding the contract's termination.

H. Proposed Attorney(s)

Name the person whom you propose to designate as the General Counsel and Assistant General Counsel. Provide the following resumé information for each designee:

1. Certificates or licenses, including the date of admission to the State Bar of California;
2. Description of education, including names of educational institutions and degrees conferred;

3. Professional background and professional associations;
4. Experience with and knowledge of the law relating to public agencies (particularly public water agencies and/or local government agencies);
5. Specific areas of expertise and training; and
6. Provide names and detailed qualifications for all other attorneys in your firm who are proposed to provide supporting legal services in support of the primary attorney(s).

I. References and Potential Conflicts of Interest

1. Provide contact information for three public agency clients for which services have been provided by the proposed General Counsel and Assistant General Counsel in the last five years, so reference checks can be conducted. Please include the contact person's name, agency, phone and email address.
2. List all public clients within the Gold Country Region for whom your firm currently provides services under a fee for services basis or on a retainer basis and indicate the services provided. Identify any foreseeable or potential conflicts of interest that could result from such representation and the manner in which you would propose to resolve such conflicts.
3. For the person proposed as General Counsel, list all public clients that person presently represents as General Counsel, Deputy General Counsel, or Assistant General Counsel, along with the meeting dates and times for each governing body.
4. List all private clients of your firm such as water contractors, construction contractors, land developers, or other contractors that could potentially pose a conflict of interest while representing the District.
5. Identify all situations in the last five years in which your firm represented a public entity in a litigated or administrative proceeding and the decision or outcome was adverse to that public entity, Similarly, please identify all situations within the last five years in which your firm represented a public entity in a litigated or administrative proceeding and the decision or outcome was beneficial to the public entity.
6. If, within the past five years the firm, or any of the attorneys employed by the firm has been sued by a public agency for legal malpractice, been the subject of a legal malpractice claim, been the subject of a complaint filed with the State Bar, or received discipline imposed by the State Bar, please

describe in detail the circumstances of said suit, claim, complaint or discipline.

J. Compensation and Reimbursement

Please provide either a monthly retainer fee or hourly billing rate and specific expenses (i.e. rate for mileage, reproduction of documents, travel) proposed for compensation and/or reimbursement for the above legal services.

The District may accept and incorporate the proposed retainer or fee schedule as part of the award/agreement process without further negotiations or, alternatively, may use it as the basis for negotiations. Consequently, firms are encouraged to provide their best pricing. The selected firm shall receive no compensation for travel expenses to District.

The District anticipates that the General Counsel Legal Services Agreement that may be awarded through this RFP process will be an evergreen type of agreement with a thirty (30) day at-will termination provision. The selected firm shall identify how it proposes to be considered for rate increases and at what intervals.

K. Agreement

At the conclusion of the RFP process, negotiations for an agreement between the District and the selected firm will proceed. If the District engages a firm in negotiations and satisfactory agreement provisions cannot be reached, then negotiations may be terminated and the District may elect to contact another firm. This sequence may continue until an agreement is reached.

The District contemplates entering into a legal services agreement containing its standard terms and conditions which will include specific standards for the firm's billing of costs and services. The agreement will also set forth requirements for the exercise of efficient billing judgment, billing documentation, and insurance requirements. The contract will contain an express provision that in the event of any dispute concerning any matter regarding the agreement, each party agrees to bear its own attorney's fees. In addition, the agreement will require that it be governed by California law, without regard to conflict of laws principles, and that venue for any dispute be in Calaveras County.

L. Additional Information

In this section, provide any other information that the firm believes is applicable to the evaluation of the proposal or your qualifications for providing the proposed legal services. You may use this section to address those aspects of your services that distinguish your firm from other firms.

6. Review and Selection Process

A. Process

A selection panel will evaluate proposals, and conduct interviews with the top respondent(s). Firms will be evaluated based on cost, experience, qualifications, and approach to the services requested. The selection panel for commencement of contract negotiations will identify the firm determined to be best qualified to perform this service. If contract negotiations are successful, the selection panel will forward the recommended contract to the Board of Directors for their consideration.

B. Evaluation Criteria

The following information will be considered during the evaluation process:

1. Experience and qualifications identified in the Proposal (i.e. water, local government and employment practices).
2. Cost of providing services.
3. Complete and clear response to requested matters in the Proposal.
4. Familiarity with laws and regulations governing California water agencies and public agencies.
5. Communication skills.
6. References from other client water agencies and local government agencies.
7. Depth and breadth of experience and expertise in the practice of law, most specifically in those areas most often encountered in water district and/or local government operations.
8. Other qualifications/criteria as deemed appropriate.

7. General Terms and Conditions

Limitation: This RFP does not commit the District to award a contract, to pay any cost incurred in the preparation of a response or to procure or contract for services or supplies. The District reserves the right to reject any or all proposals for any reason and to amend, modify or terminate the RFP process in any manner at any time.

Award: The firm/entity chosen may be required to participate in negotiations and to submit such revisions of its proposal as may result from negotiations. The District

reserves the right to award a contract without discussion based upon the initial proposals.

Signature: Each proposal must be signed on behalf of an officer authorized to bind the firm.

8. Proposal Submission

Proposals should be responsive to the questions set forth in this RFP. All materials which are submitted may be deemed to be part of the responding proposal, and may be incorporated in any subsequent agreement between the District and any selected firm. Proposals should be submitted electronically to info@cpud.org with a Subject title of "Proposal for General Counsel Legal Services."

An electronic copy in PDF format must be received via e-mail no later than 4:00 p.m. PST, April 10, 2019. Late proposals will not be accepted.

Proposals sent by mail must be directed to:
Calaveras Public Utility District
Attn: Donna Leatherman, District Manager
P.O. Box 666
San Andreas, CA 95249

9. Selection Process and Time Frame

Release date of RFP: March 15, 2019

RFP responses due via E-mail: April 10, 2019, by 4:00PM.

Selection panel meets to review and rank proposals: April 18, 2019

Firms interviewed: April 29, 2019 – May 3, 2019

Top Firm notified of District's intent to negotiate professional services agreement: May 7, 2019

Board approves agreement with selected firm: May 14, 2019

- Attachment A – CPUD District Boundary Map
- Attachment B – CPUD Water Source Map
- Attachment C – 2019 Organizational Chart

Attachment A CPUD District Boundary Map

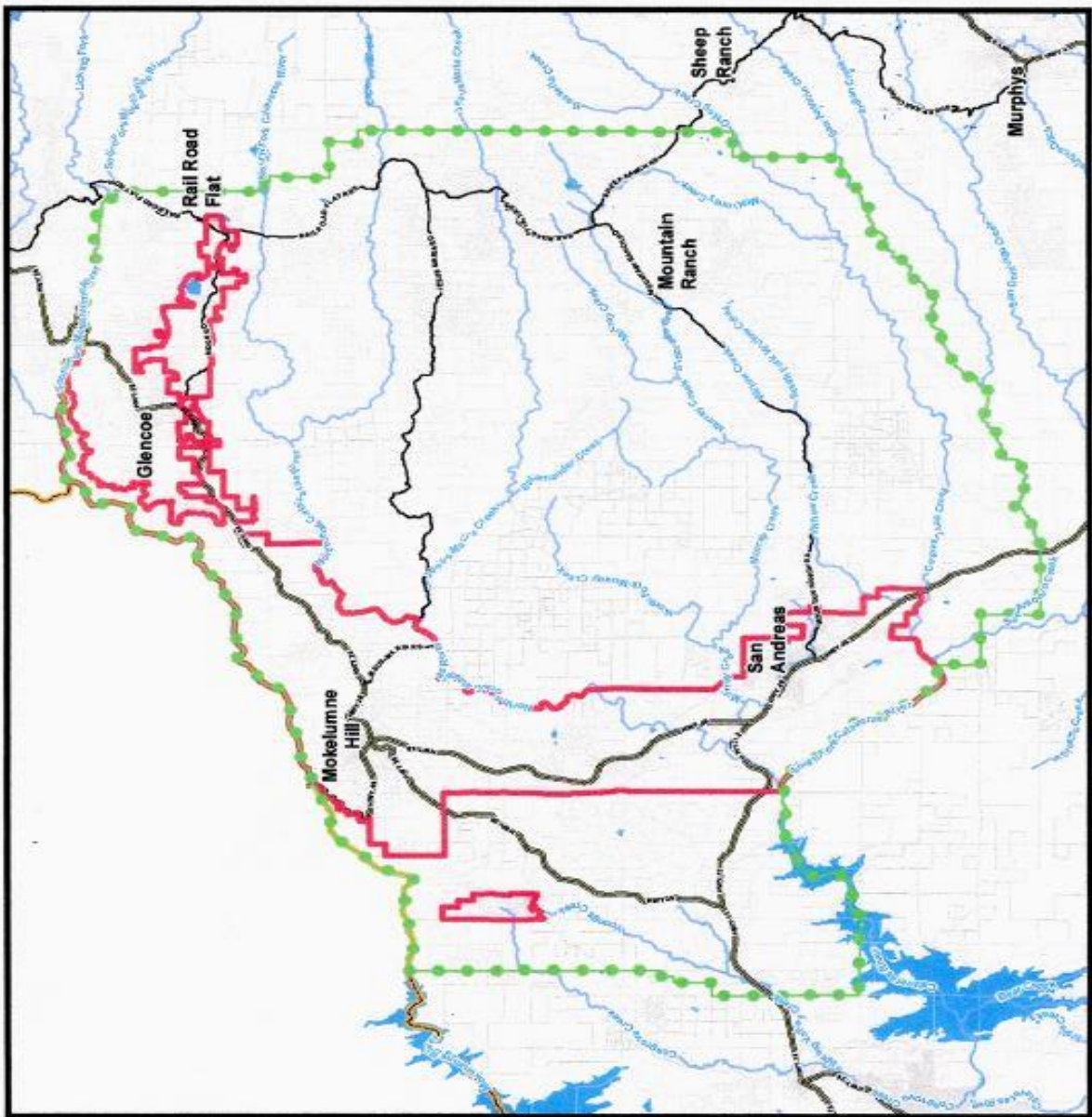
Calaveras Public Utility District

Adopted by
Local Agency Formation Commission
of
Calaveras County
on
December 15, 2003
Resolution # 03-05

Legend

- Sphere of Influence
- District Boundary
- Parcels
- Roads
- Highways
- Main Rivers
- Lakes
- County Boundary

This is a tentative map.
It reflects district
boundaries that have
not yet been approved.
All district boundaries
are generalized and
are not to be used on
a parcel by parcel basis.



Attachment B CPUD Water Source Map

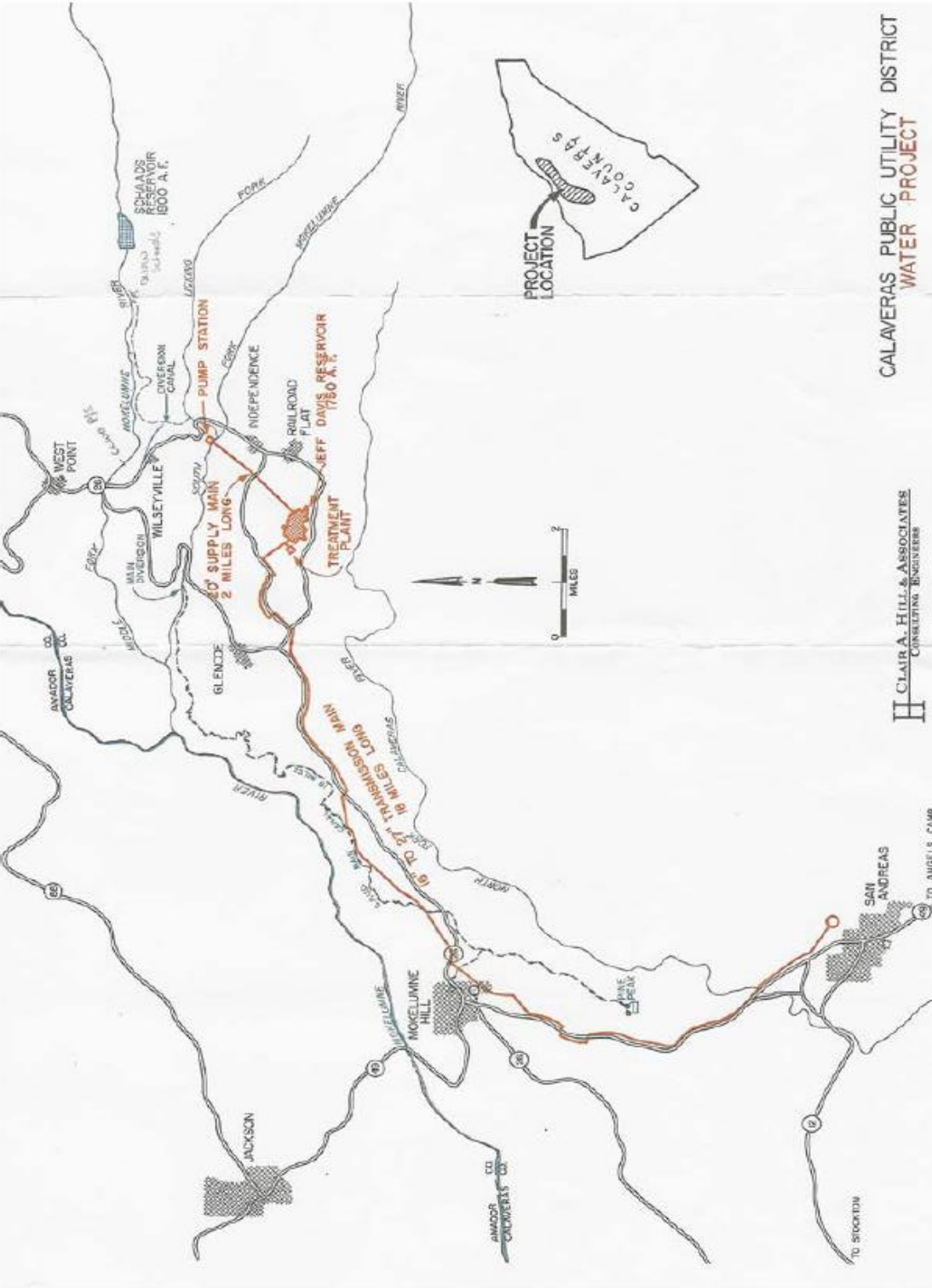


Figure 3: Water Source Location Map & Transmission Lines

Attachment C 2019 Organizational Chart

