

**SAN JUAN WATER DISTRICT
SPECIAL BOARD MEETING AGENDA**

April 7, 2021

6:00 p.m.

**9935 Auburn Folsom Road
Granite Bay, CA 95746**

This Board meeting will be conducted both in-person at the District's Boardroom at the address above, and via videoconference. Due to State guidelines on physical distancing in public gatherings, the Boardroom can accommodate a maximum of 10 members of the public at one time. The District recommends that members of the public participate in Board meetings via videoconference per the instructions below. Persons who do plan to attend the meeting in person are urged to contact the Board Secretary prior to the meeting. The contact information for the Board Secretary is:

**Teri Grant
(916) 791-6905
tgrant@sjwd.org**

To attend via videoconference, please use the following link:

Please join the meeting from your computer, tablet or smartphone.

<https://global.gotomeeting.com/join/514799821>

You can also dial in using your phone.

United States: [+1 \(571\) 317-3122](tel:+15713173122)

Access Code: 514-799-821

Please mute your line.

Whether attending via videoconference or in person, the public is invited to listen, observe, and provide comments during the meeting. The Board President will call for public comment on each agenda item at the appropriate time and all votes will be taken by roll call.

*****Important Notice: For any meetings that include a closed session, the videoconference will be terminated when the Board adjourns into closed session. Members of the public who would like to receive the report out from closed session and time of adjournment from closed session into open session and adjournment of the meeting should provide a valid email address to the District's Board Secretary, Teri Grant, at: tgrant@sjwd.org, before or during the meeting. No other business will be conducted after the Board adjourns from closed session into open session. Promptly after the meeting, the Secretary will email the written report to all persons timely requesting this information.**

The Board may take action on any item on the agenda, including items listed on the agenda as information items. The Board may add an item to the agenda (1) upon a determination by at least three Board members that an emergency situation exists, or (2) upon a determination by at least four Board members (or by three Board members if there are only three Board members present) that the need to take action became apparent after the agenda was posted.

The public may address the Board concerning an agenda item either before or during the Board's consideration of that agenda item. Public comment on items within the jurisdiction of the Board is welcome, subject to reasonable time limitations for each speaker. Upon request, agenda items may be moved up to accommodate those in attendance wishing to address that item. Please inform the General Manager if you have such a request to expedite an agenda item.

Documents and materials that are related to an open session agenda item that are provided to the District Board less than 72 hours prior to a regular meeting will be made available for public inspection and copying at the District office during normal District business hours.

If you are an individual with a disability and need assistance or accommodation to participate in this Board meeting, please call Teri Grant, Board Secretary, at 916-791-0115, or email Ms. Grant at tgrant@sjwd.org.

Please silence cell phones and refrain from side conversations during the meeting.

I. ROLL CALL

II. LEGAL SERVICES RFP (W & R)

Review RFP for Legal Services

Action: *Direct General Manager to issue RFP for Legal Services*

III. ADJOURN

UPCOMING MEETING DATES

April 28, 2021

May 26, 2021

I declare under penalty of perjury that the foregoing agenda for the April 7, 2021 special meeting of the Board of Directors of San Juan Water District was posted by April 2, 2021, on the outdoor bulletin boards at the District Office Building, 9935 Auburn Folsom Road, Granite Bay, California, and was freely accessible to the public.

Teri Grant, Board Secretary

STAFF REPORT

To: Board of Directors
From: Paul Helliker, General Manager
Date: April 7, 2021
Subject: Selection of a New Legal Counsel

RECOMMENDED ACTION

Direct the General Manager to Issue a Request for Proposals for Legal Services

BACKGROUND

The District will be transitioning from its current legal services contract with Bartkiewicz, Kronick and Shanahan to a new legal counsel or counsels no later than June 30, 2021. The Board will be conducting a selection process, the first step of which is to solicit proposals from qualified firms. At the March 24 Board meeting, the Board briefly discussed the approach, and directed the Legal Affairs Committee to review the RFP. The Committee did so, and made a few minor adjustments. While the Board does not typically review RFPs for projects or professional services – the Board approves the final agreements that exceed a certain cost threshold, including legal counsel services – various Board members have requested that the Board review the RFP before it is released.

At the Legal Affairs Committee meeting on March 31, there was some discussion about whether or not the document issued should be entitled a Request for Proposals or a Request for Qualifications, but after discussing the similarities in information solicited by either type of document (and hearing about the example of each that was used to develop the proposed RFP, from the City of Atherton and the Sites Authority, respectively), the Committee chose to name it a Request for Proposals.

Eddie Kreisberg of the Kreisberg Law Firm, who is serving as the District's special counsel for employment law, is reviewing the proposed RFP, to advise as to whether or not the document is missing any significant elements.

Attached is the proposed RFP.



Public Notice

REQUEST FOR PROPOSALS FOR GENERAL COUNSEL/WATER COUNSEL LEGAL SERVICES

Release Date: April 8, 2021

Deadline for Submission: May 10, 2021

Contact person: Paul Helliker, General Manager

**San Juan Water District
9935 Auburn-Folsom Road
Granite Bay, CA 95746**

RELEASE DATE: April 8, 2021

CLOSING DATE: Proposals must be received via E-mail by Monday, May 10, 2021 by 5:00 PM PDT.

CONTACT PERSON: Paul Helliker, General Manager
E-mail: phelliker@sjwd.org
Direct: 916-205-8316

San Juan Water District
9935 Auburn-Folsom Road
Granite Bay, CA 95746

THE DISTRICT

The San Juan Water District (SJWD) is located in the Sacramento region, about 20 miles northeast of downtown Sacramento. SJWD is a Community Services District, founded in 1954, operating under the State of California Government Code (and related codes). The District serves both retail municipal and industrial customers in 17 square miles of Placer and Sacramento Counties, via approximately 10,700 service connections and a population of approximately 30,000 people. SJWD also serves a population of approximately 120,000 on a wholesale basis, delivering water to these customers via four Wholesale Customer Agencies: the City of Folsom, the Orangevale Water Company and the Citrus Heights and Fair Oaks Water Districts (the latter three being in unincorporated Sacramento County or in the City of Citrus Heights). The District's total wholesale service area comprises 46 square miles.

The District is governed by a five member Board of Directors, currently elected at large from throughout the District's service area. The District will begin division-based elections in 2022, and fully transition to geographic divisions with the 2024 election. The District is led by a senior management team composed of a General Manager, a Director of Finance, an Engineering Services Manager and an Operations Manager. The staff includes 48 full-time regular unrepresented employees, including employees licensed or certified as attorneys, registered professional engineers, certified public accountants, water distribution operators, water treatment operators, cross-connection specialists, water conservation practitioners and other qualifications. There are no bargaining units at SJWD.

The District's mission is to ensure the delivery of a reliable water supply of the highest quality at the lowest reasonable price. The District receives water diverted by the Bureau of Reclamation from the American River through Folsom Dam and treats it to meet all state and federal drinking water standards, and delivers the treated water to its retail and wholesale customers. The District's existing water supply consists of three separate raw water contracts. The first source of water comes from a settlement contract with the U.S. Bureau of Reclamation (Reclamation) whereby it is required to deliver the District's pre-1914 and post-1914 water rights water from the American River, totaling 33,000 acre-feet,

in perpetuity. The second source is a water repayment contract with Reclamation for 24,200 acre-feet of Central Valley Project water, also in perpetuity, subject to standard shortage policies. The third water source is a contract with Placer County Water Agency (PCWA) for up to 25,000 acre-feet of water. In 2020, the District delivered approximately 39,000 acre-feet of treated water supplies to its wholesale area, and 4,000 acre-feet of treated water, via a conserved water transfer of pre-1914 water right water to the Sacramento Suburban Water District through the Cooperative Transmission Pipeline.

INTRODUCTION

The SJWD Board of Directors invites interested firms with a minimum of seven (7) years of California local government and/or water law experience to submit written proposals to provide General and/or Water Counsel legal services. These services include providing advice on municipal government law, District water right and water supply issues, governance, legal compliance, rates fees and charges, public works and other contracts, operations, and other matters as the District may request.

Firms are invited to submit proposals for: 1) the full range of legal services, including: general government and water practices; or 2) general government only; or 3) water practices only. San Juan Water District may opt to contract with one legal firm for all legal services, or select one general government legal services, and a second firm for water law services.

As General Counsel or Water Counsel, the selected law firm(s) will report to the Board of Directors and coordinate with the General Manager and Senior staff. and be expected to provide a wide range of legal services to the District. The law firm(s) is/are selected by the Board of Directors, and will work closely with the General Manager and District staff.

SCOPE OF SERVICES REQUESTED

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

The law firm(s) selected by SJWD shall provide the full normal range of services of the General Counsel and/or Water Counsel as described above. Among other things, the Water Counsel shall have expertise on California and Federal water law, the Endangered Species Act, and the California Environmental Quality Act (California Public Resources Code section 21000 et seq.) The General Counsel shall have expertise on 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, public works construction, and the federal Americans with Disabilities Act. The law firm(s) selected by SJWD shall establish and maintain services to the District in case of their unavoidable absence, through temporary legal services satisfactory to the District. The General Counsel and/or Water 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 members, staff and management in order, to the fullest extent possible, to increase the knowledge of District staff and Board Members, and to reduce liability.

1. Represent and advise the Board of Directors and other agencies for which the Board of Directors serve as the governing body (e.g., Finance Corporation) and all District Officers in all matters of law pertaining to their offices.
2. 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 employee is entitled by law to representation furnished by the District.
3. Attend regular and special meetings of the Board of Directors and of Board Committees, when so requested, and provide legal advice and opinion as requested by the Board of Directors, General Manager or designee, and/or as needed and appropriate. Note - generally, legal counsel does not attend regular or special Board Meetings unless requested to do so or there is an issue requiring legal counsel attendance.
4. To be promptly available for telephone consultation and to render written opinions on given issues related to District business in a timely manner.
5. Approve the form and content of reports to the Board of Directors, District contracts and all performance bonds, certificates of insurance and like documents tendered to the District, as requested by the General Manager or designee.
6. Prepare/review all Ordinances, Resolutions, Contracts, Deeds, Leases, and all other legal documents, as requested by the Board of Directors or by the General Manager or designee.
7. Provide recommendation and advice when requested by the Board of Directors or General Manager pertaining to the retention of and employment of outside law specialists in complex and important matters in which the District may be involved.
8. Investigate or oversee investigations of claims and complaints by or against the District, prepare and oversee preparation of civil cases, and act as or oversee trial counsel as required.
- ~~8. 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 General Manager.~~
9. 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 General Manager.
10. Prepare extended legal opinions of a complex nature as requested by the Board of Directors or General Manager.

11. Generally 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 law firm(s) selected by SJWD shall provide the full normal range of services of the General Counsel and/or Water Counsel as described above. Among other things, the Water Counsel shall have expertise on California and Federal water law, the Endangered Species Act, and the California Environmental Quality Act (California Public Resources Code section 21000 et seq.) The General Counsel shall have expertise on 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, public works construction, and the federal Americans with Disabilities Act. The law firm(s) selected by SJWD shall establish and maintain services to the District in case of their unavoidable absence, through temporary legal services satisfactory to the District. The General Counsel and/or Water 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 members, staff and management in order, to the fullest extent possible, to increase the knowledge of District staff and Board Members, and to reduce liability.~~

Attendance at Board of Directors meetings is on a requested or as-needed basis only. The Board of Directors generally meets once per month, on the fourth Wednesday of each calendar month (the second Wednesday in November and December). When attendance is requested, the General or Water Counsel may be asked to attend closed sessions. The District does not require regular office hours, but expects the law firm(s) selected by SJWD to be available to attend meetings in person or remotely (via video, web-streaming or teleconference) if needed.

Prior to initiation of any work, the District may request a written statement of the estimated cost of the work.

The District requests proposals covering the full scope of requested legal services, including general government and/or water legal services.

RFP RESPONSE FORMAT

The RFP respondent shall submit an electronic copy 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:

PROPOSAL FORM AND CONTENT

A. Proposal Submittal

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 Respondent 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 Respondent and to whom correspondence should be directed shall be included. An unsigned proposal is grounds 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 Respondent will not be able to provide, please be certain to address such in your response. If there are services not identified in this RFP which you believe are relevant and that your firm can provide, please identify them.

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 public agency and/or water practices legal services expertise.
3. List the location of office(s) that would serve the San Juan Water 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

Describe your view of the role of the General Counsel and/or Water Counsel. If you are proposing services for only the General Counsel or Water Counsel role, please identify which elements of the Scope of Services your firm would provide.

Describe how the firm would keep the District informed about the status of litigation and other legal matters.

Provide your best example of a written communication to a governing body about a legal issue, prepared within the past 5 years and not to exceed 3 pages (not counting any cover or transmittal memo), in which options are explained and a recommendation is given.

Describe how you track and manage legal fees and costs.

Describe how you would proactively advise the District about legal developments or issues of concern, without being asked.

If you use Newsletters, News Briefs, or other communications, please describe the general content and frequency of publication.

Please list relevant specialty services your firm does not provide. Such specialty services might include employee relations/human resources; civil rights/voting rights; or water utility/enterprise finance. For any specialty services your firm does not directly provide, describe how you propose the District would receive such services. Options may include but are not limited to: separate agreement(s) between the District and a specialty services firm selected by the District where the contract is administered by District; separate agreement(s) between the District and a specialty services firm selected by the District where the contract is administered by Counsel for the District; or a specialty services firm subcontract to Counsel. You are not required to address who would provide such relevant specialty services, just how such services are proposed to be provided.

H. Proposed Attorney(s)

Name the person whom you propose to designate as the General Counsel and or Lead Water Counsel.

Provide the following resume 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, degrees conferred, and year of each degree;
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 five public water agency (preferred) or other local government agency clients for which services have been provided by the proposed General Counsel or Lead Water 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 Sacramento 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 or Lead Water Counsel, list all public clients that person presently represents as General Counsel, Deputy General Counsel, Assistant General Counsel, or Water 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. If, within the past 10 years the firm, or any of the attorneys employed by the firm has been sued by a District or other local 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

San Juan Water District requests a "Fee-for-Services"/hourly billing methodology. Respondent shall identify the applicable hourly rates and list all known non-labor/other direct costs. District will reimburse non-labor/other indirect costs at Respondent's actual/documented cost.

If Respondent proposes to utilize a subcontractor for rendering of any legal services, it shall identify applicable hourly rates and all known non-labor/other directs incurred in such subcontracted legal services. Respondent shall provide the same assurances of the competence of subcontractors as it does with respect to itself, plus the demonstrated ability to manage and supervise the subcontracted work. Subcontractors shall not be allowed to further subcontract with others without the prior consent of the District. The

District will not provide compensation for any administrative overhead incurred in supervising the work of a subcontractor.

The District may accept and incorporate the proposed fee schedule as part of the award/agreement process without further negotiations or, alternatively, may use it as the basis for negotiations. Consequently, Respondents are encouraged to provide their best pricing.

K. Agreement

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

The District contemplates entering into a legal services contract containing its standard terms and conditions which will include specific standards for the firm's billing of costs and services. The contract will also set forth requirements for the scrupulous exercise of good 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 fee. In addition, the contract will require that the Agreement be governed by California law, without regard to conflict of laws principles, and that venue for any dispute be in Sacramento County. The District anticipates that the General Counsel and/or Water Counsel Legal Services Agreement which may be awarded through this RFP process will be an initial contract period of five (5) years, with options to renew for additional five year increments, subject to a written termination provisions that can be exercised at any time by either the District or Legal Counsel.

The Respondent shall identify how it proposes to be considered for fee increases and at what intervals.

L. Additional Information

In this section, provide any other information that the Respondent 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.

REVIEW AND SELECTION PROCESS

A. Process

The Board of Directors (or its Legal Affairs Committee), General Manager and key staff will evaluate proposals, and the Board of Directors and invitees will conduct interviews with the top Respondent(s). Respondents will be evaluated on the basis of cost, experience, qualifications, and approach to the services requested. The Respondent determined to be best suited to perform this service will be identified by the Board of Directors for commencement of contract negotiations.

B. Evaluation Criteria

The following information will be considered during the evaluation process:

1. Experience and qualifications identified in the Proposal (i.e. general government and/or water 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 by the Board of Directors.

GENERAL TERMS AND CONDITIONS

Limitation: The Request for Proposals (RFP) for General Counsel Services and/or Water Counsel Services does not commit the San Juan Water District to award a contract, to pay any cost incurred in the preparation of an RFP 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 to conduct the legal services 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 the Respondent by an officer authorized to bind it.

PROPOSAL SUBMISSION

Proposals should be responsive to the questions set forth in this Request for Proposals. All materials which are submitted may be deemed to be part of the responding proposal, and may be incorporated in any subsequent contract between the District and any selected Respondent.

Proposals should be submitted electronically to phelliker@sjwd.org with a Subject title of "Proposal for General Counsel Services," ~~and/or~~ "Proposal for Water Counsel Legal Services," or "Proposal for General Counsel and Water Counsel Legal Services."

An electronic copy in PDF format **must be received** via e-mail no later than **5:00 PM PDT, Monday, May 10, 2021.**

Though all proposals should be submitted electronically, all pProposals shall be addressed to:

Paul Helliker
General Manager
San Juan Water District
9935 Auburn Folsom Road
Granite Bay, CA 95746

Late proposals will not be accepted.

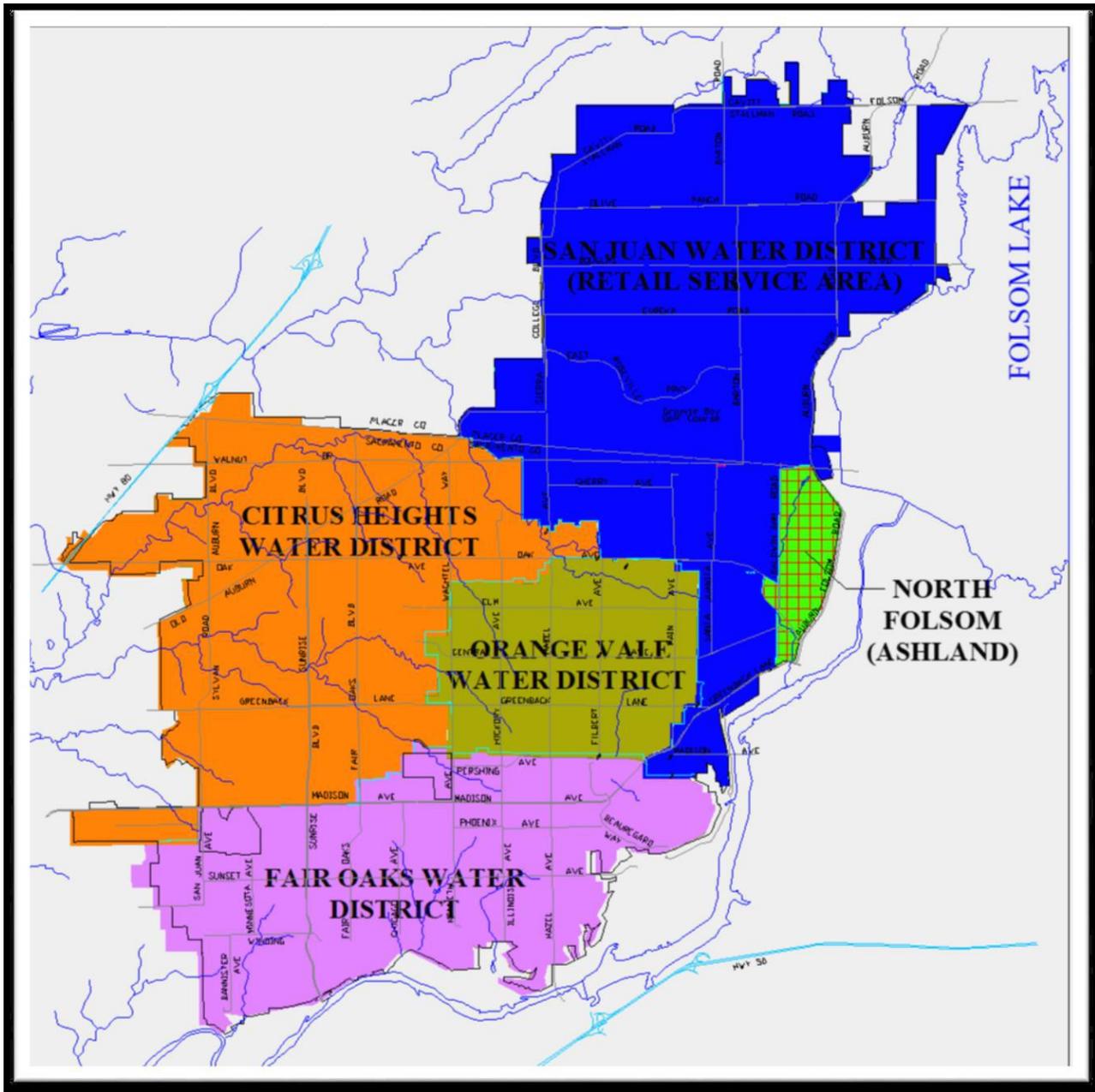
SELECTION PROCESS AND TIME FRAME

Thursday, April 8, 2021	Release date of RFPs
Monday, May 10, 2021	RFP responses due via E-mail no later than 5:00PM PDT
Week of May 10, 2021	Legal Affairs Committee meets to review and rank proposals
Weeks of May 17 and May 24, 2021	Top scoring law firms interviewed by Board of Directors
Week of May 24, 2021	Top firm/firms notified of SJWD's intent to negotiate (a) professional services agreement(s) with firm/firms selected
Weeks of May 31 through June 16, 2021	Contract Development
Wednesday, June 23, 2021	Board approves a contract(s) with RFP respondent(s) selected to provide General Counsel/Water Practices legal services to the District

- Attachment A—District Boundary Map
- Attachment B—2021 Organization Chart

Attachment A

San Juan Water District Boundary Map



Attachment B

San Juan Water District Organization

