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Golden West Community Services District  
P.O. Box 448  
El Dorado, CA 95623  
Attn: Connaught Lindberg

**Re: Proposal to Provide Services as General Counsel**

Dear Board of Directors:

Pursuant to your recent inquiry, please consider this proposal to provide services as General Counsel to your District.

I have included below background information regarding the firm's public entity practice, a statement of the scope of my experience with special emphasis on prior experience which may have some relevance to any current legal issues facing your District, and a specific proposal for the provision of legal services to your community services district.

**BACKGROUND IN PUBLIC ENTITY LAW**

In January 2006, I formed my own firm specializing in public agency law with an emphasis in special districts, employment issues, insurance issues, and joint powers authorities. Prior to January 2006, I was employed with the firm of McMurchie, Weill, Lenahan, Lee, Slater & Pearse for twenty-eight years, as a partner for twenty-five years and as managing partner for two years. I have represented special districts for thirty-six years.

Currently, I provide legal services for recreation and park districts, community services districts, water districts of various types, fire protection districts, sanitation districts, public utility districts, cemetery districts, mosquito abatement districts, harbor and port districts, and joint powers authorities. I also represent two non-profit corporations that are associations of member special districts which provide education and legislative

advocacy to those member districts. Those two non-profit associations are the California Special Districts Association and the Fire Districts Association of California.

I have served as general counsel for the California Special Districts Association since 1985, which is a non-profit corporation consisting of over one thousand (1,000) member special districts of various types located throughout the state formed for the purpose of providing legislative advocacy services, financial services and educational programs to member districts. I advise the California Special Districts Association on its corporate operations, membership and legislative advocacy programs and provide legal consultation to member districts through the California Special District Association's Member District Legal Services Program which affords all member districts one hour of free legal consultation per year.

Through my representation and active involvement with the California Special Districts Association, I have also been instrumental in the formation and administration of the California Special Districts Association Finance Corporation, a non-profit corporation designed to assist special districts with the financing of their capital improvement projects by means of a lease financing program which markets certificates of participation in the municipal bond market for the benefit of those districts who require assistance in financing their public works projects. I also assisted in the formation and serve as general counsel to the WaterReuse Finance Authority which has operated a similar lease financing program targeting projects which promote water reclamation, water recycling and water reuse. I also formed and serve as general counsel to the California Transit Finance Corporation which operates lease financing programs for the benefit of transit agencies which are members of the California Transit Association. Through this experience I have developed contacts with bond counsel, underwriters, financial advisers and their respective legal counsel throughout the state, which contacts can be of benefit to your District in analyzing its financial options and planning for the future.

I have also been at the forefront in the development and administration of joint powers authorities among special districts by which special districts self-insure their liability for workers' compensation insurance and general liability insurance. I have been responsible for the formation of such joint powers authorities and have provided administration, risk management and legislative analysis services, and legal representation to these joint powers authorities, including the Special District Workers' Compensation Authority (SDWCA), the Special District Risk Management Authority (SDRMA), and the California Association for Recreation and Park Insurance (CAPRI).

I also represent the Fire Districts Association of California, which is a non-profit association consisting of a number of fire protection districts in the State of California which provides programs, education, and legislative advocacy services before the Legislature on legislative issues of interest to fire protection districts. I also represent the Fire Districts Association of California in their amicus curiae efforts in appellate court

proceedings with respect to issues of significant concern to fire protection districts statewide.

In addition, I formed and serve as General Counsel to the Fire Districts Association of California Employment Benefits Authority, a California joint powers authority established for the purpose of providing medical insurance together with affiliated insurance programs with respect to life insurance, vision insurance, dental insurance, etc., to fire protection districts that are members of the joint powers authority. The Fire Districts Association Employment Benefits Authority provides medical insurance and affiliated insurance benefits to employees and Board members of California fire protection districts, as well as to retirees.

I have also represented the California Association of Public Cemetery Districts with respect to their legislative efforts. Finally, I also serve as a legislative consultant for the Special District Risk Management Authority (SDRMA) reviewing all legislation with respect to workers' compensation and potential general liability issues which may have an impact on special districts which are members of the Special District Risk Management Authority. I also advise the SDRMA Board of Directors regarding recommended legislative responses to proposed legislation.

#### **STATEMENT OF EXPERIENCE**

More specifically, I have represented special districts and provided legal advice and consultation on a wide variety of issues, some of which are common to all special districts, and some of which are unique to certain districts. Following is a brief list of legal issues in which I have been actively involved in representing clients in the last several years:

1. Advice and consultation regarding open meeting, notice, agenda, and closed session requirements of the Brown Act;
2. Advice and consultation regarding the provisions of and means of compliance with the requirements of the Public Records Act;
3. Advice and consultation regarding the requirements of the Political Reform Act of 1973 as it applies to special districts including regulations on conflict of interest and mass mailings, including economic disclosure requirements and Government Code section 1090 contract conflicts of interest;
4. A wide variety of employment law problems including the hiring, firing, and discipline of personnel; the drafting of complete policy and procedure manuals for personnel and financial matters; wrongful termination claims; complaints of harassment and discrimination in violation of the Fair Employment and Housing Act; the defense of workers' compensation claims, Labor Code section 132(a)

discrimination claims and serious and willful misconduct claims against public entity employers;

5. The drafting of legal agreements and contracts including policy and procedure manuals, financial policies, employment contracts, construction contracts, architectural services contracts, landscape maintenance contracts, bid instructions, independent contractor agreements, concessionaire agreements, agreements for purchase and sale of real property, easements, licenses, and rights of way;
6. Construction contract litigation including issues such as contractor breach, architect errors and omissions, and liabilities and obligations of bond sureties upon contract abandonment;
7. Reorganization proceedings including annexations, detachments, and consolidations, including appearances before LAFCO, city councils, and Boards of Supervisors;
8. Consultation regarding formation and operation of a variety of assessment districts and the implications of Proposition 218 with respect to assessment district administration;
9. Consultation regarding the implications of Proposition 218 on property related fees such as water, sewer and garbage fees and the process for property owner approval of such fees;
10. Consultation on issues regarding the enactment, scope, and enforcement of developer impact fees, standby and capacity charges, and user fees;
11. Consultation regarding the implications of the provisions of Proposition 26 on various types of fees levied by special districts;
12. Trial, appellate court experience and administrative hearing experience with respect to CEQA issues, employment harassment and discrimination claims, construction contract and architect's errors and omissions issues, workers' compensation, Labor Code section 132a discrimination claims, serious and willful misconduct claims;
13. Advice regarding eminent domain procedures and litigation;
14. Formation and administration of assessment districts pursuant to the Landscaping and Lighting Act of 1972 and special tax districts pursuant to the Mello-Roos Community Facilities District Act; and
15. Advice regarding the requirements and provisions of the Quimby Act which provides for the dedication of land or the payment of in-lieu fees to public agencies providing recreational and park services to new subdivisions.

I have also conducted seminars, trainings, and have addressed various local community groups as well as the membership of the California Special Districts Association, the California Association of Recreation and Park Districts, and the Fire Districts Association of California on recent developments in these areas of the law, most notably the Brown Act, the Public Records Act, and the various statutory provisions regarding conflicts of interest and capital improvement financing alternatives available to special districts.

I also offer specialized intensive training sessions for Board members and staff on these issues as well as issues regarding AB 1234 ethics training, sexual harassment training, Board member liability training, conflict of interest training, etc.

### **PROPOSAL**

My firm is willing to provide legal services as General Counsel to your District. Such services may include providing advice, legal opinions and memoranda, the drafting of agreements, contracts, and other legal documents, attendance at meetings of the Board of Directors or committees of the Board, or attendance at public meetings. My firm is willing to provide these services on a time and expense basis. The work will be performed primarily by me. I propose an hourly rate for these services of \$245.00 (Two Hundred Forty Five Dollars) per hour. The work performed by my associate, Vicki Hartigan, will be billed at the rate of \$230.00 (Two Hundred Thirty Dollars) per hour. We will advance all expenses including printing, photocopying, postage, facsimile, et cetera, and will invoice you regularly for reimbursement of photocopying, facsimile, and long distance telephone calls. All staff is licensed as required by the State Bar of California to practice law in California. The firm carries professional errors and omissions insurance coverage with a coverage limit of \$1 million per occurrence. Attached is a list of special district clients which we currently represent and a form of Legal Services Agreement.

The firm uses the computerized eBillity Program for billing of legal services rendered. Time is billed in one-tenth hour increments for each attorney working on the file in accordance with the hourly rates specified above. If you wish the firm to prepare separate invoices for each subject matter provided by the firm, the program is capable of providing separate invoices.

I contemplate that the vast majority of legal work performed for the benefit of your District can be performed without actually traveling to your District offices for attendance at Board meetings or meetings with staff. However, there may be occasions, such as those involving pending litigation, when my presence will be required. In that event, the number of hours billed for legal services will not include my travel time.

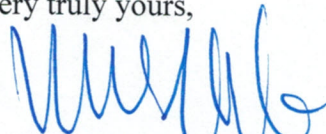
**OTHER CONSIDERATIONS**

Finally, and perhaps most importantly, my firm is committed to the growth and development of the special district form of government and has been actively involved on a local and a statewide basis in promoting the interests of special districts such as yours for many years.

I would welcome an opportunity to meet personally with the Board of Directors, free of charge to the District, and answer any questions or address any concerns which they may have about our firm, its background and experience, or our proposal to provide legal services to the District. I would also be happy to provide references upon your request.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



DAVID W. McMURCHIE

DWM:sjm