Call to Order
Roll Call: STIG Members: Duane Garfield, Eduardo Hernandez, Cameron Hamilton, Vernon Vera

ORAL COMMUNICATIONS
This is the opportunity to address the Board on any matter of interest.

SCHEDULED MATTERS
1. Minutes of May 7, 2008
2. Appointment of Clerk to the Committee
3. Review and Consideration of Draft Articles and Bylaws for Nonprofit Corporation
4. Review of Special Legal Counsel Proposals
5. Update on AB 1884
6. Update on Land Use Coordination Agreement
7. Update on Scope of Work and RFP for Supplemental EIR
8. Scheduling of Next Meeting

OTHER MATTERS

ADJOURNMENT

In compliance with the Americans with Disabilities Act and the California Ralph M. Brown Act, if you need special assistance to participate in this meeting, or to be able to access this agenda and documents in the agenda packet, please contact the Chief Deputy City Clerk at (559) 782-7442. Notification 48 hours prior to the meeting will enable the City to make reasonable arrangements to ensure accessibility to this meeting and/or provision of an appropriate alternative format of the agenda and documents in the agenda packet.

Materials related to an item on this Agenda submitted to the City Council after distribution of the Agenda packet are available for public inspection at the Office of City Clerk, 291 North Main Street, Porterville, CA  93257, during normal business hours.
Call to Order at 3:00 p.m.
Roll Call: Member Duane Garfield, Member Eduardo Hernandez, Member Vernon Vera
Absent: Member Felipe Martinez

ORAL COMMUNICATIONS
- Claudia Elliott, thanked the Committee for including the “Oral Communications” portion on its agenda.

SCHEDULED MATTERS

1. LOCAL COORDINATION AGREEMENT

Porterville City Manager John Longley indicated that the agreement was currently being drafted, and spoke of the need to first create the articles of incorporation and bylaws for the nonprofit corporation. Porterville City Attorney Julia Lew, via teleconference, indicated there were changes to the last draft and that she would provide a memorandum along with the drafts for everyone’s review. Ms. Lew added that the draft articles and bylaws would also be made available to the public. Mr. Longley recommended that Ms. Lew, working in coordination with Tribal General Counsel Charmaine McDarmont, prepare and present a final draft of the articles of incorporation and bylaws for the Committee’s review at the next meeting.

COMMITTEE ACTION: The Committee approved staff’s recommendation to consider approval of the draft articles of incorporation and bylaws at the next meeting.

M.O. S01-050708
AYES: Hernandez, Vera, Garfield
NOES: None
ABSTAIN: None
ABSENT: Martinez

Disposition: Direction given to staff.

2. DISCUSSION OF AB1884

Tribal Administrator Rodney Martin updated the Committee on the status of AB 1884, indicating that the bill had passed committee unanimously, and that it might be before the floor of the Assembly as early as the next day. He noted that once the Assembly passed the bill, it would move onto the Senate, once again beginning in committee.
Mr. Pete Carrillo, Silicon Valley Advisors, provided additional information with regard to AB 1884, and thanked the Committee Members for their testimony. He surmised there would be no problems with the Assembly approving the bill, and indicated that it would likely go to the Local Government Committee in the Senate in June. Noting the lifecycle of a bill, he explained that once through the Senate Committee, it would then go to the Senate Floor, and if approved, on to the Governor for signature. Mr. Carrillo spoke briefly of the Assembly Member Maze’s efforts, and made mention of Assembly Member Parra and Assembly Member Coto’s co-authorship.

Committee Member Hernandez voiced concerns with the discussion in Sacramento pertaining to the selection of the fifth member of the JPA. He indicated that he understood that the City Council would select two members, the Tribal Council would select two members, and the fifth would be a Tulare County resident selected by both the Tribe and the City Council. He stated that a miscommunication took place that had the fifth member of the JPA being a County Supervisor.

Mr. Longley indicated that he had thought that a County representative was to have attended that day’s meeting, and suggested that the Committee appoint one City member, and one Tribe member to meet with the County to discuss the subject.

A brief discussion ensued, after which both Chairman Garfield and Member Hernandez agreed with Mr. Longley’s recommendation of scheduling a meeting with the County.

Mr. Martin advised that while Assembly Member Maze initially voiced a strong position for changing the language, ultimately he changed his mind. He stated that the language in the bill with regard to the appointment of a fifth member remained as the Committee Members had intended. Mr. Martin then indicated that the only amendment made to the bill was an extension of the sunset clause from 2029 to 2039.

Ms. Lew suggested an additional amendment with regard to the language in paragraph 1, noting it should match staff’s analysis.

At 3:20 p.m., a representative of Tulare County joined the meeting.

Mr. Martin commented that he would have Mr. Carrillo follow-up with Assembly Member Maze with regard to the issues discussed. The County representative was then briefed on the previous discussion regarding AB1884.

**COMMITTEE ACTION:** MOVED by Member Hernandez, SECONDED by Member Vera that the Committee form an ad hoc committee to meet with the County of Tulare to discuss their interest in participating as a member of the JPA; and that Chairman Garfield and Member Hernandez be appointed to that ad hoc committee.

| AYES:      | Hernandez, Vera, Garfield |
| NOES:      | None                      |
| ABSTAIN:   | None                      |
| ABSENT:    | Martinez                  |

Page 2 of 3
It was decided that Mr. Martin would schedule the meeting.

Disposition: Ad Hoc Committee formed; direction given to staff.

Mr. Longley suggested that in light of the speed at which AB 1884 was moving through the legislature, the next meeting should be scheduled early in the week.

Ms. Lew provided a brief report on the status of the special counsel item, indicating that she had sent the letter to approximately ten attorneys, and that she had already begun to receive responses. Ms. Lew stated that she would likely have proposals for the Committee’s review at the next meeting.

Mr. Longley requested that an item be placed on the next agenda to consider appointing Porterville Chief Deputy City Clerk Patrice Hildreth as the Committee’s Clerk.

ADJOURNMENT
The Committee adjourned at 3:31 p.m. to the meeting of May 27, 2008 at 11:00 a.m.

_____________________________
Patrice Hildreth, Chief Deputy City Clerk

SEAL

_____________________________
Duane Garfield, Chairman
TO: Southeastern Tulare County Intergovernmental Coordinating Committee/Porterville Airport Area Development Association

FROM: Julia M. Lew

DATE: June 5, 2008

SUBJ: Draft Articles and Bylaws for Nonprofit Corporation

This Committee is developing articles and bylaws for a proposed nonprofit corporation ("Porterville Airport Area Development Corporation"). The corporation's purpose would be to aid in the financing and administering of funds for the public works projects and improvements associated with any development on the Tribal-owned land by the airport. It is anticipated that this corporation would work in conjunction with the activities of the current STIG/PAADA, and with any joint powers authority created in the event special State legislation is adopted authorizing the creation of such an authority.

Attached are drafts of the Articles of Incorporation and Bylaws. These were originally modified based on prior Committee and City Council direction for the May 22, 2008 Committee meeting. Since the May 22 meeting was adjourned for lack of a quorum, staff met that day and provided additional comments. Per those comments, Section 3.3 has been modified to reflect that the Board Appointed Director may (rather than "shall") be the same individual appointed to the Committee itself by the other members. After review and input from the Committee, these will require approval of the City and Tribe before being submitted to the California Secretary of State.

The Directors of the Corporation would parallel the Directors of STIG/PAADA. Currently, the draft provides that an affirmative vote of the majority of the total number of Board members is required per the current draft for decisions to be effective. The Committee should consider whether it wishes to increase the quorum to 4 or five members, and the required number of affirmative votes for decision-making purposes.

The current drafts also provide for President, Vice-President, Secretary and Treasurer of the Corporation, and subordinate offices could be created. The corporation would be a tax-exempt organization pursuant to Internal Revenue Code Section 501(c)(3). The organization would be subject to the Brown Act. There are still several areas in the documentation requiring further consideration and discussion, including the principal location of the corporation, and whether the Directors should be reimbursed for their expenses.
ARTICLES OF INCORPORATION [DRAFT]

OF THE

PORTERVILLE AREA AIRPORT DEVELOPMENT CORPORATION

ARTICLE I

The name of this corporation is: Porterville Area Airport Development Corporation.

ARTICLE II

A. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

B. The specific purposes for which this corporation is organized include the following: to assist the City of Porterville (the “City”), and the Tule River Indian Tribe (the “Tribe”) and potentially other public agencies with which the City and Tribe are engaged with, in connection with the financing, acquiring, studying, planning, leasing, constructing, developing and/or improving of land, equipment, facilities, public works projects or any other public improvements for the use, benefit and enjoyment of the members of the public served by City, the Tribe and such agencies, any other public purpose incidental thereto, the administering of funds for these objectives, and to create economies and efficiencies of purpose.

ARTICLE III

The name and address in the State of California of this corporation’s initial agent for service of process is:

Julia M. Lew
McCormick, Kabot, Jenner & Lew
1220 West Main Street
Visalia, CA 93291
ARTICLE IV  [DRAFT]

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, organization, corporation, or governmental entity which is organized and operated exclusively for charitable or public purposes and which has established its tax exempt status.

IN WITNESS WHEREOF, for the purposes of forming the corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this ___ day of _______________, 2008.

__________________________  _________________________
Incorporator       Incorporator

__________________________  _________________________
Incorporator       Incorporator

__________________________  _________________________
Incorporator       Incorporator
Bylaws [DRAFT 6/05/08]
- of the -
Porterville Area Airport Development Corporation

ARTICLE I

Name, Organization and Purpose, Principal Office

Section 1.1. Name. The name of this corporation is PORTERVILLE AREA AIRPORT DEVELOPMENT CORPORATION (hereinafter referred to as the “Corporation”).

Section 1.2. Organization, Purpose and Use of Funds. The Corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California (the “Law”) exclusively for the promotion of charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code (the “Code”) and to assist the City of Porterville (the “City”) and the Tule River Indian Tribe (the “Tribe”), and other public agencies in the State of California of which the City is a member or is otherwise engaged with, in connection with the financing, acquiring, studying, planning, leasing, constructing, developing and/or improving of land, equipment, facilities, public works projects or any other public improvement for the use, benefit and enjoyment of the members of the public served by City, Tribe and such agencies, any other public purpose incidental thereto, the administering of funds for these objectives, and to create economies and efficiencies of purpose. The activities of the Corporation shall be limited to the activities described in its Articles of Incorporation. No gains, profits or dividends shall be distributed to any of the Directors or officers of the Corporation; and no part of the net earnings, funds or assets of the Corporation shall inure to the benefit of any Director or any other person, firm or corporation excepting only the as described herein.

Section 1.3. Principal Office. The principal office of the Corporation is hereby fixed and located at (need physical location). The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment to these Bylaws.
ARTICLE II   [DRAFT]

No Members

Section 2.1. No Members. Pursuant to Section 5310 of the Law, the bylaws of a nonprofit corporation may provide that the corporation shall have no members. This Corporation shall have no members.

ARTICLE III

Directors

Section 3.1. Powers. Subject to limitation of the Articles of Incorporation, the Bylaws, and the Law, and subject to the duties of Directors as prescribed by the Bylaws, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. No Director shall be responsible for any error in judgment or for anything that such Director may do or refrain from doing in good faith. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

1. To select and remove all appointed officers, agents and employees of the Corporation, prescribe such powers and duties for such officers, agents and employees as may not be inconsistent with law or the Articles of Incorporation or Bylaws, fix their compensation and require from such officers, agents and employees security for faithful service;

2. To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation or Bylaws, as the Directors may deem best; and

3. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the name of the Corporation or otherwise, promissory notes, bonds, certificates of participation, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt and securities therefor.

Section 3.2. Number of Directors. The authorized number of Directors shall be five until changed by amendment of the Articles of Incorporation or by amendment of the Bylaws.
Section 3.3. Selection and Term of Office. The initial Directors of the Corporation shall include four (4) incorporators, two (2) of whom are designated by the Porterville City Council and whom are current Porterville City Council Members (hereinafter referred to as "City - Appointed Directors") and two (2) of whom are designated by the Tule River Tribal Council and are current or prior Tule River Tribal Council Members (hereinafter referred to as "Tribe – Appointed Directors"). The four initial directors shall appoint [by unanimous vote?] one additional director, who shall be a resident of Tulare County (hereinafter referred to as the "Board - Appointed Director"). This director shall may be the same individual appointed to the Southeastern Tulare County Intergovernmental Coordinating Committee/Porterville Airport Area Association by the four members of that organization. Except as hereinafter provided and in accordance with Section 5220(d) of the law, each City and Tribe Appointed Director shall hold office until removed by its respective legislative body. The Board-Appointed Director shall hold office for a term of one year, and but said term shall may run consistent and in conjunction with his/her term as a member of the Southeastern Tulare County Intergovernmental Coordinating Committee/Porterville Airport Area Association.

Section 3.4. Vacancies. Subject to the provisions of Section 5224 of the Law, any Director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. No such resignation shall be effective, however, unless and until such Director shall have resigned from the Board of Directors of the Southeastern Tulare County Intergovernmental Coordinating Committee/Porterville Airport Area Association.

A vacancy or vacancies on the Board of Directors shall be deemed to exist upon the expiration of a Director's term, if the authorized number of Directors comprising the Board of Directors of the District is increased, or upon the events specified in Government Code § 1770 including but not limited to the death, or resignation, on the Board of Directors of the District.

City-Appointed Director vacancies on the Board of Directors shall be filled by the Porterville City Council. Tribal-Appointed vacancies on the Board of Directors shall be filled by the Tule River Tribal Council. A Board-Appointed vacancy on the Board of Directors shall be filled by the four other (City and Tribal-Appointed) Directors [by unanimous vote?].

Section 3.5. Organization and Annual/Quarterly Meetings. The Board of Directors shall hold at least one annual meeting for the purpose of organization and the transaction of business of the corporation. The Board of Directors shall appoint, from it's own body, a President, Vice-President, Secretary, and Treasurer, and these officers shall serve as specified in Article IV. Subject to Section 3.11 hereof, quarterly meetings of the Board of
Directors shall be held on the first __________ in the month of ________________, but in no case held later than June 1 of each year.

**Section 3.6. Regular Meetings.** The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings.

**Section 3.7. Special Meetings; Notice Waiver.** A special meeting of the Board of Directors shall be held whenever called in accordance with the Ralph M. Brown Act, commencing at Section 54950 of the Government Code of the State of California and Section 5211(a)(2) of the Law and Section 3.11 hereof.

**Section 3.8. Adjourned Meetings; Notice of Adjournment.** The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a majority may so adjourn from time to time. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this Section 3.8, the resulting adjourned regular meeting is a regular meeting for all purposes.

**Section 3.9. Majority.** A majority, or at least three (3), of the total number of Board of Directors (5) shall constitute a quorum for the transaction of any business. An affirmative vote of a majority, or at least three (3), of the total number of Board of Directors is required for every act or decision of the Board of Directors. [Note – the Board needs to consider the number that shall constitute a quorum, and the number of affirmative votes needed for decision-making purposes.]

**Section 3.10. Fees and Compensation.** Directors shall receive no compensation or expenses [??] from the Corporation for services as Directors of the Corporation.

**Section 3.11. Ralph M. Brown Act.** Notwithstanding any of the provisions of these Bylaws to the contrary, all meetings of the Board of Directors shall be subject to the Ralph M. Brown Act, commencing at Section 54950 of the Government Code of the State of California.

**Section 3.12. Conduct of Meetings.** The President or, in the absence of the President, the Vice President, or, in the absence of the Vice President, a Chairman chosen by a majority of the Directors present, shall preside at meetings of the Board of Directors.
ARTICLE IV [DRAFT]

Officers

Section 4.1. Officers. The officers of the Corporation shall include a President, a Vice President, a Secretary and a Treasurer, all of whom shall be appointed from the Board of Directors. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed by the Board of Directors and are not members of the Board of Directors. One person may hold two or more offices, except that the offices of President and Secretary or President and Treasurer may not be combined.

Section 4.2. President. The person serving from time-to-time as the President of the Board of Directors of the Corporation shall serve as the President of the Corporation. The President shall preside at all meetings of the Board of Directors.

Section 4.3. Vice-President. The person serving from time-to-time as Vice President of the Board of Directors shall serve as Vice-President of the Corporation. The Vice-President shall preside at meetings of the Board of Directors in the event that the President is unable to do so.

Section 4.4. Secretary. The person serving from time-to-time as Secretary of the Board of Directors shall serve as Secretary of the Corporation. The Secretary shall keep at the principal office of the Corporation a book of minutes of all meetings of Directors, with the time and place of holding, how called or authorized, the notice thereof given, and the names of those present at Directors' meetings.

Section 4.5. Treasurer. The person serving from time-to-time as the Treasurer of the Board of Directors shall serve as Treasurer of the Corporation. The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and an account of its cash and other assets, if any. Such books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all moneys of the Corporation with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the Corporation.
Section 4.6. Subordinate Officers. Subordinate officers shall perform such duties as shall be prescribed from time to time by the Board of Directors.

Section 4.7. Term of Office. The term of office of the President and Vice-President of the Corporation shall coincide with the term of office of the President and Vice-President of the Board of Directors of the Corporation. The term of office of the Secretary and Treasurer of the Corporation, respectively, shall coincide with the term of office of the Secretary and Treasurer of the Board of Directors respectively.

ARTICLE V [DRAFT]

Miscellaneous

Section 5.1. Execution of Documents. The Board of Directors may authorize any officer or officers as agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. Said authority shall be granted by Resolution or Minute Order and shall appear in the minutes.

Section 5.2. Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by members of the public and the Directors at all reasonable times during office hours.

Section 5.3. Annual Report. The Corporation, having no members, hereby expressly dispenses with the annual report referred to in Section 6321 of the Law.

Section 5.4. Fiscal Year. The fiscal year of the Corporation shall begin July 1 of each year and end on the last day of June of the succeeding year, except the first fiscal year which shall run from the date of incorporation to ______________, 2009.
Section 5.5. Dissolution. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed to a nonprofit fund, foundation, organization or corporation which is organized and operated exclusively for charitable or public purposes and which has established its tax exempt status.

Section 5.6. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Law shall govern the construction of these Bylaws. If any section, subsection, sentence, clause or phrase of these Bylaws, or the application thereof, is contrary to the Law, the provisions of the Law shall prevail. Without limiting the generality of the foregoing the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person.

ARTICLE VI [DRAFT]

Amendments

Section 6.1. Power of Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by an affirmative vote of a majority of the total number of the Board of Directors. The Bylaws shall be amended to remain consistent with with any organizational changes to the Porterville Airport Area Development Association, and/or Authority if and when a valid Joint Powers Agreement is executed. No amendment to these Bylaws shall be effective until approved by an affirmative majority vote of the Board of Directors.

CERTIFICATE OF SECRETARY

OF

PORTERVILLE AREA AIRPORT DEVELOPMENT CORPORATION

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising 6 pages, constitute the Bylaws of said
corporation as duly adopted at a meeting of the Board of Directors thereof held on ________________, 2008.

[DRAFT]

, Secretary
June 2, 2008

Sent via email: jmlew@mkjw.com

Julia M. Lew, Porterville City Attorney
McCormick, Kabot, Jenner, & Lew
1220 West Main Street
Visalia, CA 93291

Re: Request for Special Legal Counsel Services

Dear Ms. Lew:

Thank your for your letter requesting special counsel services for the Porterville Aiport Area Development Association, an advisory committee formed by the City of Porterville and the Tule River Indian Tribe (the “Committee”). I am interested in serving as special counsel to the Committee and believe that my extensive experience on the range of legal areas noted in your letter would be of considerable value to the Committee.

Our firm of four experienced attorneys bills at a rate of $300 an hour ($335 for litigation) and for out-of-pocket expenses such as for travel and overnight mail. Please find attached informal resumes of the three partners from our website at www.jmandmplaw.com.

Sincerely,

Michael S. Pfeffer

Enclosure
Maier Pfeffer & Kim, LLP is a full service law firm with combined attorney experience of over forty-five years in the practice of federal Indian law. Our attorneys are experienced general counsels, advising tribal leaders in California on a wide range of tribal governance, employment, administrative, and legislative concerns. We work closely with tribal councils and committees on developing and updating tribal constitutional and statutory laws and have specialized expertise in the areas of Indian housing law and policy, tribal court development, and state and federal legislative advocacy. In the area of tribal economic development, our firm has represented and co-counseled California Indian tribes in gaming-related issues since the early 1980's. Our experience in gaming law ranges from the early days of bingo operations, pull-tabs, card games through the move towards full Las Vegas-style casinos and games. The partners have represented tribes in all phases of gaming development, from capital formation, regulatory compliance, litigation, human resources, compact negotiation, union negotiations, construction and operations.

Michael S. Pfeffer is a 1971 graduate of Cornell University, where he was awarded a full scholarship as a prestigious Cornell Regents’ Scholar. After college, Mr. Pfeffer worked for IBM in their San Francisco, California, offices, serving in a variety of engineering and marketing positions. While still employed full-time at IBM, Mr. Pfeffer began his law school career, where he achieved number-one class ranking his first year, and was awarded the American Jurisprudence Award in three separate year-long law classes. While working full-time, excelling at his studies, Mr. Pfeffer also found the time to help operate, first as treasurer and later as co-executive director, a law-student operated legal aid program that provided law clerks at no cost to California legal services programs, including California Indian Legal Services. Mr. Pfeffer graduated from Boalt Hall School of Law at the University of California Berkeley, in 1979. At Boalt, he studied Federal Indian Law under George F. Duke, the founding Executive Director of California Indian Legal Services (CILS), and clerked for both Mr. Duke and CILS, working on the many important cases then in litigation that dramatically improved the lives of California Indians and Indian tribes.

Following law school graduation, Mr. Pfeffer first continued to split his time between working for CILS and Mr. Duke, until he was appointed a staff attorney position in the Eureka Office of CILS in the summer of 1980. Shortly thereafter he took on the duties of Directing Attorney, and in September of 1982, was appointed Executive Director of CILS, a position he held for more than 23 years until he decided to step down in December of 2005.
During his nearly three decades of work with CILS, Mr. Pfeffer was lead attorney on cases and matters that run the gamut of modern Indian law, and was the chief architect of CILS’ litigation and representation strategies targeted at improving reservation and tribal economies.

**John A. Maier** is a 1980 graduate of the University of Illinois, where he earned a B.S. in Finance. After college, Mr. Maier worked in corporate computer sales and management in Dallas, Texas, and Los Angeles, California. In 1987, Mr. Maier traveled by bicycle and public transit for 19-months through parts of the South Pacific, Australia, Asia, and Africa. Upon his return, he moved to San Francisco, where he worked as the first Executive Director of the International Committee of Lawyers for Tibet, now known as the Tibet Justice Center. Eventually, Mr. Maier decided to return to school to study law, and graduated from the University of California, Davis, in 1997. As a law student, he clerked one summer for Judge Lawrence Karlton of the federal court for the Eastern District Court of California and the other for California Indian Legal Services. Following graduation, Mr. Maier was hired by CILS under a grant from the California Endowment to introduce welfare reform to Indian Country in California. From there, Mr. Maier worked on a variety of issues including the development of tribal governing documents, federal recognition, trust acquisitions, cultural resource issues, Indian Child Welfare Act hearings and appeals, Indian housing, civil rights litigation, and a variety of other issues. During the last three years of his nine-year tenure at CILS, Mr. Maier worked almost exclusively with tribal clients on developing gaming facilities on new trust lands.

**Jenny Y. Kim** obtained her B.A. in International Relations from Rhodes College and is a 1997 graduate of the University of Pennsylvania Law School. In 1996, Ms. Kim clerked on the Pine Ridge Indian Reservation where she helped launch the Oglala Lakota CASA (Court Appointed Special Advocates) Program for the Oglala Sioux Tribal Court, one of the first tribal CASA programs in the country. In 1997, Ms. Kim became a staff attorney in the Bishop Office of California Indian Legal Services, serving the Paiute-Shoshone communities and Indian tribes of the Owens Valley and Eastern Sierras. After transferring to the CILS headquarters office in Oakland, California in 1999, Ms. Kim served as the Chair of the Indian Housing Practice Group and as the Lead Attorney of the Tribal Courts and Governance Project which focused on developing tribal courts and strengthening tribal legal systems. Throughout her career, Ms. Kim has been active in the areas of tribal governance and Indian housing, Indian Child Welfare Act, and federal recognition at the local, state, and federal levels through both litigation and legislative/policy advocacy. She has conducted numerous trainings and workshops throughout the state and nationally on a wide range of Indian and tribal law topics including tribal planning and development, tribal statutory law, Indian home ownership, ICWA, trust lands status, and tribal court development. Ms. Kim served as a delegate to the 2001 United Nations World Conference against Racism in South Africa. In 2004, Ms. Kim received recognition by the Coalition of Minority Bar Associations in the San Francisco Bay Area for outstanding service to the legal community.
May 9, 2008

Julia M. Lew
Porterville City Attorney
c/o McCormick, Kabot, Jenner & Lew
1220 West Main Street
Visalia, CA 93291

Dear Ms. Lew:

We are pleased to submit the following Response to the Request for Special Legal Counsel Services. Our firm understands the unique issues the Porterville Airport Area Development Association may encounter in its future endeavors, and we believe it can benefit from our services.

Experienced Attorneys

The attorneys in Stutz Artiano Shinoff & Holtz’s Municipal Law/Government Relations practice group have extensive experience representing municipalities, public entities and private parties in municipal and public law matters. The firm’s Municipal Law/Government Relations practice group is multi-disciplinary in nature, involving lawyers who regularly counsel clients in the areas of general municipal law, land use & development, public finance law, environmental law, construction law, and litigation and litigation avoidance, among others. Our municipal lawyers provide our public sector clients with a sophisticated range of solutions to new and familiar issues in the municipal field.

The combined experience of the group’s attorneys provide extensive knowledge in such matters as land use and environmental issues, employment disputes, conflicts of interest, public works contracts and eminent domain. The types of matters handled on a regular basis by the attorneys in our Municipal Law/Government Relations practice group include, but are not limited to: open meeting laws, zoning, public contracting, real estate acquisitions, elections law, ordinance & resolution drafting, special assessments, licensing, Public Records Act, code violations, capital improvement projects, joint agency agreements, redevelopment, affordable housing and fees and taxes.
Led by Leslie Devaney, the former San Diego Executive Assistant City Attorney, individual members of the firm’s Municipal Law practice group are recognized for their expertise, knowledge and esteemed reputation and have served as lecturers and speakers at statewide conferences and educational seminars. In addition, the firm’s municipal law attorneys belong and contribute to many local government organizations, including the League of California Cities and the California State Association of Counties.

Our Native American Law practice is dedicated to providing quality legal advice to Tribal Nations, while appreciating and respecting Native American needs, culture, and traditions. The lead attorney in our Native American Law Department, Ryan Church, has an extensive background in Federal-Indian Law and is mindful of the emerging needs of Tribal Nations. Mr. Church, who is of Western Cherokee descent, is an alumnus of the highly selective United States Department of the Interior Solicitor’s Honors Program in Washington, D.C. Mr. Church was the first attorney in the Department of the Interior hired to work exclusively on Native Law issues during his tenure in the Honors Program. Following the Honors Program, Mr. Church served as an attorney in the Interior’s Division of Indian Affairs. He has worked with over twenty-five Indian Nations, as well as a number of political appointees, on a vast array of Tribal law issues.

We also have a staff of experienced attorneys representing public entities in litigation, as well as providing advisory and appellate services. Our attorneys have substantial resumes guiding public entities through the drafting of policy and procedures, service contracts, conducting harassment training and managing public works projects. Furthermore, the attorneys in the firm have extensive knowledge in labor and employment areas including: disability accommodations, personnel issues including disciplinary hearings, management contracts and dismissals, workplace violence, and harassment and discrimination on the basis of race, national origin, age, gender, religion, disability and sexual orientation, as well as construction law and litigation and facilities construction.

We believe our firm is an ideal fit for your Special Legal Counsel services needs.

Our Philosophy

Our firm prides itself on client service. Most of our clients have been represented by the firm for over 15 years. We take satisfaction in maintaining close professional relationships with our existing clients and believe mutual collaboration with our clients is essential in building effective legal representation. We begin with a thorough understanding of our client’s position, goals and challenges. We believe that the client is the best judge of its own needs and goals, and should maintain ultimate control over the decisions. It is our job to provide guidance and consultation based on our legal expertise, advise the client on the costs and benefits of proceeding in the direction the client wants to go, and then help the client accomplish the desired result.
Our extensive experience in representing public entities makes us sensitive to the financial constraints imposed upon them. Based on this understanding, we strive to provide excellent legal services on a cost effective basis. We do this by working closely with our clients on each matter and gauging our response to each particular case as the relative risk exposure may dictate.

Whether in litigation or acting in an advisory capacity, we concentrate on seeking creative solutions to problems. The firm aspires to the highest standards of legal representation and ethical conduct, and depends upon our reputation and accomplishments to permit us to continue to represent our clients year after year.

Firm Qualifications

Stutz Artiano Shinoff & Holtz, APC was founded in 1982. The firm specializes in the defense of public entities, including municipalities, school and college districts, fire protection districts, and law enforcement agencies, as well as the representation of major insurance companies, manufacturers, contractors, and developers.

Our firm has established a reputation for excellence in serving as legal counsel for public entities. This reputation is based on extensive experience in litigation involving, and knowledge of, the applicable laws and special requirements for these entities including the Brown Act, the Tort Claims Act, the Public Records Act, FPPC/Election Issues, Conflict of Interest laws, and the Government Code immunities. Partners Leslie Devaney and Prescilla Dugard provide invaluable experience in all aspects of general advisory support, including legislative drafting, public contracting, land development, redevelopment and affordable housing.

QUALIFICATIONS FOR ATTORNEYS DESIGNATED TO WORK WITH THE PORTERVILLE AIRPORT AREA DEVELOPMENT ASSOCIATION

Set forth below are the overall capabilities, qualifications, training, and areas of expertise for each of the partners/principals and associates that may be assigned to work with the Porterville Airport Area Development Association, including but not limited to:

Leslie Devaney, Partner

Ms. Devaney is the lead attorney for the firm’s Government Relations/Municipal Law section and focuses her practice on the representation of government entities, including municipalities and other public entities, throughout Southern California. Ms. Devaney also provides advice for private firms and individuals in all areas of government procurement matters, including the preparation, submission, negotiation and performance of public bids, proposals and contracts.
Prior to joining the firm, Ms. Devaney’s public sector experience began with the San Diego City Attorney’s Office in 1985, and after seven years left to become a senior litigator for New York-based American International Group (AIG), a high-risk insurer with offices in San Diego. She rejoined the City Attorney’s Office in 1996 as Executive Assistant City Attorney. During that time, she was in charge of the legal aspects of the San Diego City Council agendas, and worked directly with the Mayor, City Council, and City Manager. She also managed matters involving both the Criminal and Civil Divisions of the San Diego City Attorney’s Office, including special projects. In 2004, Ms. Devaney ran for City Attorney and narrowly lost by less than one percentage point. She brings valuable political savvy and wisdom to the firm.

The types of matters handled on a regular basis by the attorneys in her Municipal Law/Government Relations practice group include, but are not limited to, open meeting laws, zoning, public contracting, real estate acquisitions, elections law, ordinance & resolution drafting, special assessments, licensing, Public Records Act, code violations, capital improvement projects, joint agency agreements, redevelopment, affordable housing, and fees and taxes.

**Legal training:** In addition to attending law school at University of San Diego, Ms. Devaney has advanced her legal expertise through her work as a court-appointed arbitrator, Judge Pro Tem, and her extensive work with the San Diego City Attorney’s Office.

**Scholastic honors and professional affiliations:** Leslie Devaney graduated from the University of San Diego, J.D., 1983 and the University of California, San Diego, with honors, 1979. Ms. Devaney is active in numerous community organizations, serving as an executive board member for the Policy Panel on Youth Access to Alcohol as well as a board member for Citizens Against Lawsuit Abuse, the Crime Victim’s Fund and the Professional Women’s Fellowship. She is also a member of the San Diego County Bar Association, San Diego Republican Businesswomen’s Club, Lawyers Club of San Diego, and Homestays USA.

**Years of practice:** Approximately 23 years

**Prescilla Dugard, Partner**

Prior to joining the firm, Ms. Dugard served as a land use and real estate attorney in the San Diego City Attorney’s Office from 1995-2005, heading the Real Property Unit from 1996-2004. She was the chief legal advisor and editor on the drafting and adoption of the City’s Land Development Code which covers land use and zoning regulations, negotiations, and processing. She served as chief legal advisor to the San Diego Housing Authority, the City’s Real Estate Assets Department, and the Land Use and Housing Committee of the City Council. She advised on the implementation of the City’s affordable housing programs and worked with the Mayor and City Council on implementation of change in governance structure in the City. Ms. Dugard also provided extensive legal support to the City’s Redevelopment Agency.
Moreover, as Head Deputy City Attorney, Ms. Dugard supervised attorneys in the City’s Real Property Unit and provided direct legal support to the City’s Planning, Development Services, and Parks Departments. Ms. Dugard also has in-depth knowledge and experience in development review and processing and in commercial lease negotiations. Prior to joining the city of San Diego, Ms. Dugard practiced in Los Angeles for six years representing private sector clients in a variety of land use and real estate transactions and litigation matters.

Ms. Dugard has extensive knowledge of all aspects of compliance with State, Federal and local ordinances with direct impact on the duties of redevelopment agencies. Her background includes review and submittal of documents for approving the issuance multi-family housing revenue bonds for both new construction and rehabilitation projects.

In addition, Ms. Dugard drafted and advised the implementation of many of the City’s affordable housing programs, including Inclusionary Housing and Single Room Occupancy Hotels. This also includes compliance with and implementation of state affordable housing mandates for reporting and affordable housing production and retention.

Ms. Dugard’s contract review experience is vast. She has been a transactional attorney for over 19 years and has drafted and reviewed hundreds of contracts, deeds, deeds of trust, deed restrictions and affordable housing implementation contracts. Ms. Dugard specializes in providing counsel to clients during all stages of the land use entitlement process, including general and community plan amendments, zoning, development agreements, conditional use and discretionary development permits, and government agency interfacing and legislative advocacy.

Legal training: In addition to attending law school at University of California Hastings College of the Law, Ms. Dugard has advanced her legal expertise through her extensive training and practical experience working with the San Diego City Attorney’s Office from 1995-2005, heading the Real Property Unit from 1996-2004.

Scholastic honors and professional affiliations: Ms. Dugard graduated from the University of California, Hastings College of the Law, J.D., 1988 and the University of Northern Colorado, 1983. Ms. Dugard is active in numerous community organizations, including the Citizens Coordinate for Century 3, Lawyers Club of San Diego, the San Diego County Bar Association, and the North San Diego County Bar Association.

Years of practice: Approximately 19 years

Knowledge of law pertaining to real estate, land use, environmental issues, zoning, etc.: Ms. Dugard is extremely well-versed in this area of the law and is prepared to extend her many years of professional experience to support the Porterville Airport Development Association.
Experience in the preparation and review of ordinances and resolutions: Ms. Dugard has extensive experience drafting, reviewing, interpreting, and revising ordinances and resolutions. In fact, she was the chief legal advisor and editor on the drafting and adoption of the City's Land Development Code which covers land use and zoning regulations, negotiations, and processing.

Ms. Dugard is well-versed in all stages of the land use entitlement process, including general and community plan amendments, zoning, development agreements, conditional use and discretionary development permits, and government agency interfacing and legislative advocacy. As the former primary legal advisor to San Diego's Real Estate Assets Department, she has provided direct legal support on literally hundreds of leases, easements and property purchase/sale transactions.

Ms. Dugard's 19 years of experience includes practice and knowledge of the following:

- Project area formation, mergers and acquisitions
- Time limits regarding incurring indebtedness; the effectiveness of a redevelopment plan; repayment of indebtedness; and SB 211 procedures
- Implementation Plans: requirements, preparation and use
- Property acquisition and disposition relevant to community redevelopment including voluntary sales, contaminated property, inverse condemnation, and Eminent Domain
- Oversight only of Environmental issues including Brownfields clean up, Palanco Act, CERCLA, and experience working with regulatory oversight agencies such as RQQCB and CTSC
- Relocation laws
- Property disposition including selecting developers; drafting; negotiating and implementing ENAs, DDAs, OPAs and ground leases, property valuation, and appraisal processes

Ryan L. Church, Associate

Ryan L. Church focuses on Native American law, federal practice, general litigation, and education law. Mr. Church has an extensive background in Native American law. As a former member of the United States Department of the Interior Solicitor’s Honors Program in Washington, D.C., Ryan has worked on a broad spectrum of complex Native law issues, national policy development, and political matters pertaining to American Indian tribes. Mr. Church has also served as counsel in the Interior Board of Indian Appeals, where he focused his practice on federal recognition cases.

Mr. Church also served as an attorney in the Solicitor’s Office, Division of Indian Affairs. There, he specialized in tribal jurisdictional issues, tribal school construction, tribal-state
relationships, and American Indian education. After his employment in the Solicitor’s Office, Ryan was an attorney in the litigation department of a major international law firm in Washington, D.C.

Mr. Church was the Articles Editor of the *Temple Law Review* and received a number of academic honors at Temple University School of Law. Mr. Church is a contributing author in both the *Encyclopedia of American Indian History and Treaties with American Indians: an Encyclopedia of Rights, Conflicts, and Sovereignty*. Mr. Church is a passionate advocate for the advancement of American Indian people and has strived to establish relationships with those who influence Native American policy. He has worked with political appointees, government attorneys, policy makers, and Tribal Nations throughout the country.

*Years of practice:* Approximately 5 years

**James F. Holtz (Partner)**

Mr. Holtz has successfully litigated real estate, environmental liability, trademark and copyright infringement, product liability, personal injury, business contract disputes, medical/pharmacist malpractice, class actions, and complex construction litigation. He has counseled and defended insurance companies and brokers in coverage litigation. Mr. Holtz frequently lectures for industry and legal organizations.

Mr. Holtz’s practice includes environmental issues, focusing on compliance and liability. His experience includes litigation involving the City of National City and claims of shared responsibility for a landfill and a development upon the landfill. This case also involved the Water Quality Control Board. The result of the litigation was the establishment of a fund in perpetuity to monitor the landfill, water and methane gas levels. He has also handled CEQA matters and condo conversion compliance issues.

*Years of Practice:* 24 years

**William C. Pate, Partner**

Mr. Pate has been with the firm collectively for six years. He is a civil trial attorney who practices in the areas of public work facilities and construction matters. Mr. Pate successfully obtained summary judgment in defense of an insurance dispute arising out of a Los Angeles area Housing Authority project in Watts. He is also a licensed real estate broker familiar with landlord-tenant and other real property law.

*Experience in the area of contracts and franchises, including public works:* Mr. Pate has extensive litigation background and trial experience which enables him to address the important issues that arise in public construction. With the increase in bond measures throughout Southern
California, Bill has developed a comprehensive practice advising and representing school districts, community colleges, and other public entities in public construction and facilities matters. Mr. Pate can address a wide range of legal issues involving professional services from architects and engineers, construction and program management, DSA, OCIP, competitive bidding processes, as well as issues with contract performance such as change orders, delays and inefficiencies, site conditions, stop notices, labor compliance, payment, surety bonds, and close-out.

Mr. Pate represents municipalities, state agencies, colleges, schools, and special districts. His experience includes all phases of litigation, including administrative proceedings, jury and court trials, writs, and appeals. Mr. Pate has several published decisions with the Fourth District Court of Appeal, the United States District Courts, and a recent published decision by the California Supreme Court.

Scholastic honors and professional affiliations: Mr. Pate is a graduate of Claremont McKenna College where he received a Bachelor of Arts in 1993. Mr. Pate received his Juris Doctorate from California Western School of Law in 1999. He is a member of the Association of Business Trial Lawyers and is certified by the National Institute of Trial Advocacy.

Years of Practice: 7 years

Richard Romero, Associate

Mr. Romero is a civil attorney who specializes in representing public entities, including cities, community college districts, and schools. Mr. Romero's practice includes both litigation and advisory work and he practices in the areas of real property, land use, contract law, local government law, and employment. His experience includes drafting and reviewing contracts with public entities, drafting resolutions and agenda reports, ensuring compliance of public bodies with the Brown Act, and reviewing and responding to Public Records Act requests.

Scholastic Honors and Professional Affiliations: Mr. Romero graduated summa cum laude from the University of San Diego in 2003 and the University of Southern California School of Law, where he received his Juris Doctorate in 2006. Mr. Romero's concentration in law school included real estate law, real estate finance, property and local government law courses. He is a member of the San Diego County Bar Association, San Diego Defense Lawyers, and the William L. Todd, Jr. Inn of Court.

Years of Practice: 1½ years
Bryan Becker, Associate

Mr. Becker is an attorney in the firm's Land Use/Real Estate and Government Relations/Municipal Law practice groups. He focuses his practice on the representation of government entities, including municipalities and public entities throughout Southern California. Mr. Becker has extensive experience advising and assisting clients on issues such as affordable housing, Brown Act compliance, legislative drafting, real estate transactions and land use agreements.

Prior to 2006, Mr. Becker was the principal and founder of a local government relations firm, where he worked on a broad range of municipal related policy and legislative matters for trade associations and private business clients. Prior to law school, Mr. Becker began his government relations career as a legislative assistant in the Office of United States Senator Alfonse D'Amato. He has worked as a political research aide in the office of the Rt. Hon. Eric Forth, a Member of Parliament (U.K.), and as a legislative associate for a leading Washington, D.C. state legislative affairs firm.

Scholastic honors and professional affiliations: Mr. Becker graduated from Catholic University of America and received his Juris Doctorate from the Columbus School of Law at Catholic University of America, cum laude, where he was an Editor for the Catholic University Law Review. Mr. Becker is a member of the Environmental Section of the State Bar of California and the State and Local Government Law Section of the American Bar Association.

Years of Practice: 3 years

Suits against the firm and any of its members:

We are pleased to state that neither the firm nor any of its members has ever successfully been sued for malpractice or had discipline imposed by the State Bar of California. Also, we are unaware of any formal complaints made against any member of our firm with the State Bar of California.

COMPENSATION AND REIMBURSEMENTS

1. The firm provides legal services on an hourly basis.

2. The rate for Partners is $250 per hour. Associates are billed at a rate of $235 an hour. The paralegals and law clerks have hourly rates of $95.
3. There are no extraordinary services. The partner, associate and paralegal rates will remain the same regardless of litigation, personnel, property acquisition, redevelopment or other such matters that arise.

4. Administrative Services: The firm will not bill for secretarial time or other administrative charges (routine word processing, secretarial and office costs associated with the provision of legal services). Reimbursement of costs, as well as other expenses, will be billed in addition to the amount billed for fees. These include, but are not limited to, long distance telephone calls, photocopy charges of $.15 per page, automobile mileage for extraordinary travel at the rate of 48.5 cents per mile (or the current IRS approved reimbursement rate for mileage), Westlaw research, and any cost of producing or reproducing photographs, documents, and other items necessary for legal representation.

5. Extraordinary mileage will be reimbursed at 50.5 cents per mile, or the current IRS approved reimbursement rate for mileage.

Stutz Artiano Shinoff and Holtz, APC has offices in four California locations, as well as an office in Las Vegas, Nevada.

The San Diego office is located at: 2488 Historic Decatur Road, Suite 200, San Diego, CA 92106;
The Santa Ana office is located at: 3 Hutton Centre Drive Suite 860, Santa Ana, CA 92707;
The Temecula office is located at: 41593 Winchester Road, Suite 118, Temecula, CA 92590;
The Los Angeles office is located at: 515 S. Flowers St. Suite 3600, Los Angeles, CA 90071.

Among the offices mentioned above, we employ 38 full time attorneys (plus one pending bar results). We have 14 full-time secretaries, one part-time secretary, three full-time paralegals, three part-time paralegals and one independent contracted paralegal. We contract with two computer consultants, we have ten full-time support personnel (accountants, office assistants, and law clerks) and six part-time support personnel. We are prepared to expand as needed.

Because of our experience and existing relationships with public entities including community college districts, we recognize the many challenges inherent in their legal representation. We are well prepared to anticipate these challenges and provide timely and effective advice. We are proud of the legal team we have assembled to allow us to carry out our firm's proposal for legal services to the Porterville Airport Area Development Association. Each attorney has a solid reputation of integrity, accessibility and professionalism, and we believe our proposal provides you with the opportunity to obtain excellent legal counsel on a cost-effective basis. Our reputations in our respective areas of expertise are well established, and we are confident that the Porterville Airport Area Development Association will greatly benefit from our services and be highly satisfied with the results we will obtain for it.
We very much appreciate the opportunity to submit this proposal, and look forward to the opportunity to represent the Porterville Airport Area Development Association.

Very truly yours,

STUTZ ARTIANO SHINOFF & HOLTZ
A Professional Corporation

[Signature]

Richard E. Romero

RER:ef
May 12, 2008

VIA EMAIL to jmlew@mkjw.com

Julia M. Lew, Esq.
Porterville Airport Area Development Association
1220 West Main Street
Visalia, California 93291

Re: Porterville Airport Area Development Association
Request for Special Legal Counsel Services

Dear Ms. Lew:

Thank you for your inquiry regarding McDonough Holland & Allen's availability to provide special legal counsel services to the Porterville Airport Area Development Association (originally created and referred to as the Southeastern Tulare Intergovernmental Coordinating Committee). I am pleased to present our proposed team: Leah Castella and myself. I have attached our brief biographies.

I have provided legal representation for cities, redevelopment agencies and other public agencies as city attorney and special counsel for over twenty years. In this capacity, I have negotiated Memorandums of Understanding and Municipal Services Agreements between public entities and Tribes, and have successfully defended those Agreements from legal challenges. My work in this arena has led to multiple published opinions. In one, Citizens to Enforce CEQA v. City of Rohnert Park, the petitioners challenged the City's MOU with a tribe on the basis that the City had failed to comply with CEQA. The appellate court affirmed the trial court's dismissal of Petitioner's complaint, finding that the MOU did not trigger CEQA review, because it was neither a development agreement nor a project under CEQA. (131 Cal.App.4th 1594.)

The attorney who would be working with me on these matters is Leah Castella. Leah has over eight years of litigation experience on behalf of public and private entities. She has in-depth knowledge of Federal Indian law and gaming law, and has counseled clients on issues related to Tribal sovereignty, the Indian Gaming Regulatory Act, and the fee to trust process. She has worked on significant litigation matters involving the regulatory requirements imposed by the IGRA, and has advised...
clients on the requirements applicable to Class I, Class II, and Class III gaming facilities, the appropriate classification for proposed gaming devices, the approval process for casino management contracts, and the applicability of CEQA to MOU's and other related agreements. She has also advised clients on the interpretation of state gaming compacts, the procedural steps required to initiate the fee to trust process, and the avenues that parties can utilize to challenge the Department of Interior's decisions on fee to trust applications.

Between Leah and I, we are very familiar with the issues that the Association/Committee will face as it pursues its plans to develop a Casino/Resort project. Our billing rates for this work would be, respectively, $335.00 and $290.00 per hour. Other attorneys in our firm would also be available to provide other expertise as needed. For more information on our public law practice and attorneys, please visit our website at www.mhalaw.com. I have also attached a copy of the firm's standard terms and conditions of representation for your information.

We appreciate the opportunity to present our team's qualifications for your consideration. Leah and I will call you in a few days to see whether you need additional information. If you have any questions in the meantime, please do not hesitate to contact myself or Leah directly.

Sincerely,

Michelle Marchetta Kenyon

SH:mmk

Enclosures

cc: Ed Quinn, Esq.
   Stacey Sheston, Esq.
Michelle Marchetta Kenyon | Shareholder

Professional Experience
Michelle assisted in establishing the firm's Oakland branch office which specializes in public and municipal law. Her management duties include branch administration, marketing, budgeting, recruitment and case management.


Michelle currently serves at Town Attorney for the City of Moraga, City Attorney for the Cities of Rohnert Park and Calistoga, Special Counsel to the cities of Berkeley, Pacifica, San Bruno, San Mateo and Burlingame, General Counsel for the Livermore-Amador Valley Water Management Agency, and District Counsel for the Ross Valley Sanitary District. She previously has served as City Attorney for the Cities of Lincoln and Pacifica, Interim City Attorney for the cities of Danville, Pacifica, Pleasant Hill, San Bruno, Daly City, and General Counsel for the Eastern Contra Costa Transit Authority. Her practice includes advising city councils and staff in municipal law issues such as annexation procedures, bidding and claims procedures, CEQA, code enforcement, conflict of interest laws, contract review, elections, Government Tort Claims Act, initiatives, referenda, land use and planning, municipal finance, open meeting laws, personnel and redevelopment.

Presentations/Publications
Paper and Presentation, "Procedural Hurdles And Defenses In Litigating Regulatory Takings Claims Under The Fifth Amendment," Georgetown University Law Center, CLE/Environmental Law & Policy Institute, October 2004

Paper and Presentation, "Demystifying Substantive Due Process," Hastings Municipal Law Institute, October 2003

Paper and Presentation, "Land Use Litigation Update," League of California Cities, Spring and Fall Conferences, 2002

Admitted to Practice
State Bar of California, 1987

Education
University of California, Davis, School of Law
J.D., 1986
La Raza Law Students Association
King Hall Legal Foundation
National Lawyers Guild
University of California, Berkeley
B.A., Political Science, 1980
Michelle Marchetta Kenyon | Page 2


Speaker, “Proposition 62 and the Guardino Decision,” Quarterly Meeting of Bay Area Municipal Finance Officers, Winter 1996


Leadership Positions/Affiliations
First Vice President, City Attorneys Department, League of California Cities, 2007-08.

Second Vice President, City Attorneys Department, League of California Cities, 2006-07

President, Contra Costa County City Attorneys Association, 2006 to Present

Advisory Board Member, California Community Land Use Project, 1998 to Present

Member, League of California Cities, City Attorneys Department, Nominating Committee, 1993, 1996, 2003

Chair, League of California Cities, City Attorneys Department Legislative Committee, 1999-2000

Member, League of California Cities, City Attorneys Department Legislative Committee, 1998-2000

Chair, League of California Cities, Legal Advocacy Committee, 1995-96

Member, League of California Cities, Legal Advocacy Committee, 1994-96

Honors/Awards
Recognized as a 2004 & 2007 Northern California Super Lawyer ©
J. Leah Castella | Attorney

Professional Experience
Leah Castella joined McDonough Holland & Allen PC in 2007 as a member of the firm’s Public Law practice group in Oakland. Leah has extensive experience in civil litigation on behalf of public agencies and private entities. She specializes in litigating municipal law cases, including inverse condemnation, Proposition 218, election law, and land use matters. Leah also has in depth knowledge of Federal Indian law, and counsels her clients on issues related to Tribal Sovereignty, the Indian Gaming Regulatory Act, and the fee to trust process.

Representative Matters
Represented municipality in an inverse condemnation trial in the Northern District of California

Court of Appeals victory upholding the constitutionality of a municipality’s transit occupancy tax

Represented a municipality in a Proposition 218 challenge to a 911 Fee

Obtained a landmark summary judgment ruling holding that a Tribe’s banishment and disenrollment of a tribal member is a punitive sanction and is reviewable under the Indian Civil Rights Act

Successfully settled a claim for breach of a casino management agreement for $50 million

Presentations/Publications


Leadership Positions/Affiliations
Executive Director, Women’s Debate Institute

Board Member, Bar Association of San Francisco Barristers

Board Member, Law Academy Advisory Board
J. Leah Castella | Page 2

Member, State Bar of California
Member, Bar Association of San Francisco
Coach, Thurgood Marshall High School Mock Trial Team
Coach, Boalt Hall Jessup Moot Court Team

Honors/Awards
Burton Award for Excellence in Legal Writing, 2003
McDonough Standard Terms & Agreement

This statement of standard terms, along with the terms stated in the accompanying letter, constitutes the Agreement for Legal Services ("Agreement") between you and McDonough Holland & Allen PC ("McDonough").

1. Effective Date
The Agreement is effective the date we first performed services on your behalf. If we have performed legal services at your request while waiting for you to sign and return this Agreement, you will still be required to pay for those services even if you decide not to sign and return this Agreement.

2. Fees for Legal Services
Our fees for legal services are based on the total amount of time expended on all work necessary to your representation, multiplied by the hourly rate then in effect for the person performing the work. We charge for our time in minimum units of 0.1 hours. Our current hourly rates for attorneys, paralegals, and other personnel are reflected in the accompanying letter or on the billing statement. These rates are reviewed and adjusted periodically. If McDonough revises its rates while this Agreement is in effect, the revised rates will be applied to the services rendered thereafter and the applicable rates will be reflected in each subsequent bill that you receive. From time to time, those assigned to work on your matter may need to confer among themselves concerning to your representation. When that occurs, each person will charge for the time expended in conference. It may on occasion be necessary or advisable for more than one person to attend a meeting, court hearing or other proceeding and each will charge for the time that is spent in making those appearances. We also will charge for waiting time in court and elsewhere and for all travel time both out of town and locally.

Time spent on the telephone discussing your matter, including telephone calls with you, also will be billed, as will conferences with others such as investigators, consultants, or experts.

3. Advance Against Fees
Before undertaking a representation, we may request the payment of an advance against fees and we may request the payment of additional advances from time to time thereafter. The initial deposit, as well as any future deposits, will be held in our trust account to be applied against the fees and costs that you incur.

Any fee deposits remaining at the conclusion of this representation after payment of all fees and costs will be returned to you.

Our billings will be made against this advance, which you will replenish in the amount of the monthly billing, within thirty (30) days of the date of that billing. Failure to replenish the advance against fees will be cause for McDonough to withdraw from your representation.

4. Costs
We will incur on your behalf various costs and expenses in performing legal services under this Agreement. Miscellaneous expenses are covered by a standard administrative charge, currently set at 4%, which compensates the cost of normal photocopying, long distance telephone calls, regular mail postage, telexopy charges and other expenses as to which individual itemization is impractical. Costs specific to your matter such as investigation and filing fees, process server fees, required costs of travel, out-of-town lodging and meals, courier and express delivery and mail services, deposition and court reporter fees, computerized legal research, major photocopying, conference calls and staff overtime, as needed, are itemized and will appear on your monthly statement as separate items.

All costs and expenses are billed at our cost. In some instances, invoices for outside services will be sent directly to you for payment. You agree to pay the administrative charge and the costs itemized on your statements in addition to the hourly fees.
5. Billing Statements
We will send you statements on a regular basis for fees and costs incurred. In the usual case statements are sent to you once a month, reflecting work performed, date of the work, amount of time spent, and identity of the person performing the work along with a detail of costs the firm has incurred on your behalf. Payment of each statement will be due, in U.S. dollars, within 30 days of the statement’s date.

Your failure to pay the full amount of the statement within 30 days of our billing will be cause for us to withdraw from your representation and pursue collection of your account. In that event, you agree to pay the costs of collecting the debt, including court costs, filing fees and reasonable attorneys’ fees.

You agree to inform us in writing within 30 days if you question any part of a billing statement, and you agree that billing statements not questioned within that time are accurate.

6. Late Payment
In fairness to the majority of our clients who pay their bills promptly, we have established late-payment procedures designed to charge late payors the costs of carrying their overdue accounts. Payment is due within 30 days after the date on the billing statement. You agree to pay a late charge of 5% of the fees and costs incurred during the billing period covered by the billing statement to McDonough if payment is not received within 30 days.

7. Client’s Duties
You agree to be truthful with us, to cooperate, to keep us informed of developments that relate to our services, to abide by this Agreement, to pay our bills on time, and to keep us advised of your current address, telephone number and your place of employment and telephone number.

You also agree to respond promptly, fully and accurately to requests for information or documents and to other requests for assistance made by McDonough.

8. Experts
To prepare or present your case or legal position, we may need expert witnesses, consultants, or investigators. We will select and engage them and you are responsible for their bills. When feasible we will consult with you before completing the engagement.

9. Settlement
If we are hired to pursue or defend a claim on your behalf, McDonough will not settle the claim without your approval, and you have the absolute right to accept or reject any offer of settlement. We will notify you promptly of the terms of any settlement proposal that we receive on your behalf.

10. Liens
You grant to McDonough a lien on any and all claims or causes of action that are the subject of our representation and on any advance against fees. Our lien is for any sums owing to us for any unpaid costs or attorneys’ fees. The lien attaches to any recovery you obtain.

11. Disclaimer of Guaranty
McDonough can make no promises or guarantees about the outcome of this representation. Our comments about the outcome of your matter are expressions of opinion only.

12. Cessation of Representation
You may discharge us at any time. We may withdraw with your consent or for cause, subject to an obligation to give you reasonable notice to arrange alternative representation. “Cause” includes your failure to pay or other breach of this Agreement, refusal to cooperate with us or follow our advice on a material matter, or any fact or circumstance that would render our continuing representation unlawful or unethical.

After our services are concluded, we will, upon your request, deliver your file to you, along with any funds or property of yours in our possession.
13. Entire Agreement
This statement of standard terms and the letter to which it is attached constitute the entire agreement between you and McDonough. No other agreement or statement made on or before the effective date of this Agreement is binding.

14. Severability
If any provision of this Agreement is held invalid or unenforceable for any reason, the remainder of that provision and the rest of the Agreement will remain in effect.

15. Modification
This Agreement may be modified by subsequent agreement between you and McDonough only by a writing signed by both parties.

16. Conflict Waiver
In a large firm with multiple offices representing public and private clients, actual or possible conflicts sometimes arise between existing or potential clients. We may be required to ask for a conflict waiver in that event. McDonough asks for your understanding and cooperation if we request a conflict waiver in order to undertake or continue representation of another client in a manner that will not be specifically detrimental or adverse to you in any matter in which another McDonough attorney represents you.

17. Arbitration of Fee Dispute
If a dispute arises between you and McDonough regarding attorneys’ fees or costs under this Agreement and if McDonough files suit, you have the right to stop the suit by timely electing to arbitrate the dispute under Business and Professions Code §§6200–6206, in which event McDonough must submit the matter to arbitration.

18. California Law
This Agreement is deemed to be entered into at our principal office in Sacramento, California and shall be interpreted according to California law, excluding its conflict of laws provisions.

19. Negotiated Agreement
This is a negotiated agreement that can be accepted or rejected by the parties. The terms of the Agreement are not set by law. You may consult independent counsel before entering into this Agreement.

20. Additional Terms
The scope of McDonough’s representation in this matter is fully set forth in the letter which accompanies this Agreement as are any additional terms relating to this representation.

If, after initial representation, you decide to retain our services for other matters, and we agree to perform them, these Standard Terms shall apply.
Ms. Lew,

Attached is a letter proposal from Michelle Kenyon regarding the above. Please let me know if you need anything further from me.

Sharon

Sharon Hagle, Secretary to:
Michelle Marchetta Kenyon
Veronica Ramirez
McDonough Holland & Allen PC
1901 Harrison Street, 9th Floor, Oakland, CA 94612
510-273-8780 phone - 510-839-9104 fax
shagle@mhalaw.com
www.mhalaw.com

Confidentiality Notice: This communication and any accompanying document(s) are confidential and privileged. They are intended for the sole use of the addressee. If you receive this transmission in error, you are advised that any disclosure, copying, distribution, or the taking of any action in reliance upon the communication is strictly prohibited. Moreover, any such inadvertent disclosure shall not compromise or waive the attorney-client privilege as to this communication. If you have received this communication in error, please contact me by e-mail at shagle@mhalaw.com, or by telephone at (510) 273-8780.
May 7, 2008

VIA E-MAIL

Julia M. Lew
City Attorney
City of Porterville
McCormick, Kabot, Jenner & Lew
1220 West Main Street
Visalia, CA 93291

Re: Special Counsel – City/Tribe Negotiations

Dear Ms. Lew:

Thank you for your letter inquiring about my interest in serving as special counsel for the Porterville Airport Area Development Association, in connection with the effort by the City of Porterville and the Tule River Indian Tribe to reach agreement for a tribal casino within the City.

I would be very much interested in serving as special counsel to the committee for this purpose. As you requested, I am attaching the resume that appears on my firm's website, and also a more extensive resume that describes much of my background. These resumes set forth the background and experience that I would be able to bring to this assignment.

As my resume indicates, I served until fairly recently as Deputy Solicitor and Acting Solicitor of the U.S. Department of the Interior, in Washington, D.C., which are the highest legal positions in the department. In that capacity, I was responsible for overseeing all legal matters in which the U.S. Bureau of Indian Affairs (BIA) was involved, and worked closely with the Secretary of the Interior in developing the BIA's legal position in many matters. Among other things, I worked closely with the U.S. Department of Justice in formulating the United States’ legal position in Supreme Court cases and other cases in which the BIA was involved.

Perhaps more germane to your situation, the Secretary of the Interior, through the BIA, is responsible for approving tribal fee-to-trust applications for casino or other purposes, and for determining whether such applications comply both with the Indian Gaming Regulatory Act and with specific Department of the Interior regulations and guidelines governing such applications. Thus, I have been involved not only in Indian law and trust issues generally, but more specifically in tribal fee-to-trust applications for gaming purposes, as in your situation. Because of my experience, my firm, Best Best & Krieger LLP, which serves as general counsel for the City of San Jacinto, among other cities and counties in California, has called on me to serve as special counsel for that city in connection with the fee-to-trust application for casino purposes submitted by the Soboba Band of Luiseno Indians.
In addition to the above experience, I have considerable experience in handling environmental and land use issues. As my résumé indicates, I served for several years as California's Chief Assistant Attorney General, and headed the Public Rights Division, which represents the State of California in litigation involving environmental, natural resources and land use issues, among others. In that capacity, I was responsible for overseeing all cases in which the State of California and its agencies were involved in the environmental and land use areas. In addition, I have personally handled many cases involving environmental and land law issues.

More broadly, my firm, Best Best & Krieger LLP, represents many cities and counties in California, and has substantial expertise concerning all issues in which cities and counties are involved, whether the issues involve environmental and land use issues, financial issues, governance issues, or other. Our firm's website provides more information about the firm and the extent of its practice. If you need additional information concerning the firm, please let me know and I will provide it to you. Indeed, I was attracted to this firm when I left government service because of its broad-based experience in the environmental and land use areas in which I had long practiced. Thus, I believe that my firm and I are well qualified to provide the kind of legal representation that your committee needs in effectuating the trust-to-fee transfer.

In terms of billing rates, my firm's billing rates for special counsel work for public agencies are:

- Partner/general counsel (which includes me): $285/hour
- Associate: $250/hour
- Associate 2: $235/hour
- Paralegal and Clerk: $150/hour

I hope that this letter and attachment provide all the information you need. If you need more information, please do not hesitate to let me know. Thank you.

Very truly yours,

Roderick E. Walston
for BEST BEST & KRIEGER LLP

REW:mb

Attachment
Roderick Walston  
Of Counsel

Areas of Practice:
- Environmental Law & Natural Resources
- Appeals
- Litigation

Education:
- JD, Stanford Law School
- BA, Columbia University

Bar Admissions:
- California, 1961

Roderick E. Walston is Of Counsel in Best & Krieger's Litigation Practice Group in the Walnut Creek office. He specializes in natural resources and environmental law, and in appellate practice. Mr. Walston has served both as a litigator for state regulatory agencies and as a manager of litigation for federal and state agencies. He has particular expertise in water rights and water quality laws, and on issues arising under various federal and state environmental statutes such as the Clean Water Act and the Endangered Species Act.

Prior to joining BB&K, Mr. Walston held a number of distinguished positions, including:
- General Counsel, Metropolitan Water District of Southern California (2000-2002), Los Angeles, California.
- Special Counsel, California Attorney General’s Office (1999-2000), San Francisco, California.

Mr. Walston has argued several cases in the U.S. Supreme Court and other federal and state appellate courts addressing natural resources and environmental issues, including cases involving the applicability of state laws to federal reclamation projects, the applicability of the public trust doctrine in the water rights context, the applicability of state laws to federal agencies under the Clean Water Act, the applicability of state laws to federally-licensed hydropower projects, and the scope of the Army Corps of Engineers’ regulatory authority over navigable waters. His range of litigation and management experience extends to many other natural resources and environmental matters.

As a high-level government attorney and commentator, Mr. Walston has acquired broad experience regarding the enforcement of federal and state regulatory programs. He has also acquired knowledge concerning constitutional issues arising in the natural resources and environmental fields, including the scope of the federal government’s authority to regulate interstate commerce and the right of property owners to obtain compensation for excessive government regulation of their rights.

Mr. Walston received the United States Supreme Court “Best Brief Award” from the National Association of Attorneys General in 1997 (for brief submitted in Bennet v. Spear, 520 U.S. 154), and received the “Public Lawyer of the Year Award” from the California State Bar in 2004. He is currently listed in “Who’s Who in America,” “Who’s Who in the World” and “Who’s Who in American Law.” He is on The Best Lawyers in America(R) 2008 list for water law.

Mr. Walston received his Juris Doctorate from Stanford Law School in 1961, where he served as Editor for the Stanford Law Review. He graduated cum laude from Columbia University where he received a Bachelor of Art degree in 1958. Mr. Walston attended Boise Jr. College and served as Student Body President in 1956. He is admitted to practice in the State of California and is a member of the Bar for the U.S. Supreme Court, California Supreme Court, U.S. Court of Appeals, Ninth Circuit and District of Columbia Circuit.
Roderick Walston
Of Counsel

Offices & Memberships
American Bar Association: Council Member, Section on Environment, Energy and Resources (2003 - )
Western States Water Council (California legal representative; gubernatorial appointee) (1985-2002)

REPRESENTATIVE CASES

Mr. Walston has argued several cases in the U.S. Supreme Court and other federal and state appellate courts addressing natural resources and environmental issues, including:

- California v. United States, 438 U.S. 645 (1978) (U.S. Supreme Court held that federal agencies must comply with state water laws in operating federal reclamation projects)
- California v. Federal Energy Regulatory Commission, 495 U.S. 490 (1990) (U.S. Supreme Court held that federally-licensed hydropower projects are not subject to state regulatory water laws)
- California v. Cabazon Band of Mission Indians, 480 U.S. 202 (1987) (U.S. Supreme Court held that states cannot apply civil regulatory laws on Indian reservations and therefore cannot regulate on-reservation tribal gambling operations)
- California v. Texas, et al., 450 U.S. 977 (1981) (U.S. Supreme Court issued temporary restraining order preventing Texas and other states from imposing embargo against fruits and vegetables imported from California as result of infestation of Mediterranean fruit fly)
- Environmental Protection Agency v. California, 426 U.S. 200 (1976) (U.S. Supreme Court held that federal agencies are not required to comply with state permit requirements under Clean Water Act)
- National Audubon Society v. Superior Court, 33 Cal.3d 419 (1983) (California Supreme Court held that public trust doctrine applies to water rights, and state has right to modify post water rights decisions affecting Mono Lake to protect public trust values)
- United States v. California (Hallet Creek), 44 Cal.3d 448 (1988) (California Supreme Court held that federal government has riparian water rights under California law)
- United States v. California, 694 F.2d 1171 (9th Cir. 1982) (Ninth Circuit held that state conditions applied to federal New Melones Project are not inconsistent with congressional directives and thus are valid)
- National Audubon Society v. Department of Water and Power, 859 F.2d 1196 (9th Cir. 1988) (Ninth Circuit held that no federal common law applies to water pollution or air pollution, and therefore that water diversions authorized under state law are governed exclusively by state law)

REPRESENTATIVE ARTICLES

- Western Water Law , I Natural Res. & Env. 6 (Winter 1986) (American Bar Association publication)
EMPLEO:

Best, Best & Krieger LLP, Walnut Creek, California (2005 - )

Member, Natural Resources Practice Group and Appellate Practice Group. Specializes in natural resources, environmental, land use and water law, and appellate litigation. Has represented major western water interests (e.g., Western Urban Water Coalition, National Water Rights Association, Association of California Water Agencies, State Water Contractors, Metropolitan Water District of Southern California, Westlands Water District, Imperial Irrigation District) in proceedings before U.S. Supreme Court, California Supreme Court, and other courts (e.g., Rapanos v. United States, 126 S.Ct. 2208 (2006); National Association of Home Builders v. Defenders of Wildlife, 2007 U.S. LEXIS 8312 (U.S. Supreme Court, 2007); Vineyard Area Citizens v. City of Rancho Cordova, 40 Cal.4th 412 (2007)). Has served as special appellate counsel for environmental cases (e.g., O.W.L. Foundation v. City of Rohnert Park (pending), Friends of Pinto Creek v. EPA (pending), Central Delta Water Agency v. SWRCB). Has frequently addressed conferences on natural resources, environmental and water issues; written many articles on the subjects; and chaired national CLE conferences on Western Water Law and on National Wetlands Law.


Served as Acting Solicitor and Deputy Solicitor (the highest legal positions) of U.S. Department of the Interior. Supervised attorneys in the Solicitor's Office in Washington, D.C., and in regional and field offices around the country. Coordinated with Department of Justice on major litigation matters affecting Department of the Interior. The Solicitor's Office includes about 400 attorneys in five legal divisions—Land and Water, Parks and Wildlife, Indian Affairs, Mineral Resources, and General Law. The Solicitor's Office represents all agencies and bureaus within the Department of the Interior, including the Bureau of Reclamation, the Bureau of Land Management, the Fish and Wildlife Service, the National Park Service, the Bureau of Indian Affairs, the Office of Surface Mining, among others.
General Counsel, Metropolitan Water District of Southern California, Los Angeles, California (2000-2002)

Served as General Counsel to the Metropolitan Water District of Southern California, the nation’s largest urban water district, which provides urban water supplies for the people of southern California. The General Counsel provides legal advice to the district’s board of directors, and supervises all litigation and transactional work of the district.


Headed the California Attorney General’s Public Rights Division, which represents the State of California in all appellate and trial litigation in the natural resources, environment, lands, consumer, antitrust, civil rights and charitable trusts fields of law. The division represents, among other agencies, the State Water Resources Control Board, Department of Water Resources, Department of Fish and Game, Department of Food and Agriculture, State Lands Commission, and California Coastal Commission, and also represents the Attorney General in the enforcement of environmental laws, such as Proposition 65, Business and Professions Code section 17200, and antitrust laws.


Argued seven cases in the U.S. Supreme Court, and many others in federal and state appellate courts, most of which involved environmental, natural resource and water issues. The cases argued include (partial list):

- *California v. United States*, 438 U.S. 645 (1978) (U.S. Supreme Court held that federal agencies must comply with state water laws in operating federal reclamation projects);
- *California v. Sierra Club*, 451 U.S. 287 (1981) (U.S. Supreme Court held that private parties cannot enforce Rivers and Harbors Act of 1899);
- *California v. Federal Energy Regulatory Commission*, 495 U.S. 490 (1990) (U.S. Supreme Court held that federally-licensed hydropower projects are not subject to state regulatory water laws);
- *California v. Cabazon Band of Mission Indians*, 480 U.S. 202 (1987) (U.S. Supreme Court held that states cannot apply civil regulatory laws on Indian reservations and therefore cannot regulate on-reservation tribal gambling operations);
- *California v. Texas, et al.*, 450 U.S. 977 (1981) (U.S. Supreme Court issued temporary restraining order preventing Texas and other states from imposing embargo against fruits and vegetables imported from California as result of infestation of Mediterranean fruit fly);
- *Environmental Protection Agency v. California*, 426 U.S. 200 (1976) (U.S. Supreme Court held that federal agencies are not required to comply with state permit requirements under Clean Water Act);
- *National Audubon Society v. Superior Court*, 33 Cal.3d 419 (1983) (California Supreme Court held that public trust doctrine applies to water rights, and state has right to modify past water rights decisions affecting Mono Lake to protect public trust values);
- *United States v. California (Hallett Creek)*, 44 Cal.3d 448 (1988) (California Supreme Court held that federal government has riparian water rights under California law);
- *United States v. California*, 694 F.2d 1171 (9th Cir. 1982) (Ninth Circuit held that state conditions applied to federal New Melones Project are not inconsistent with congressional directives and thus are valid);
- *National Audubon Society v. Department of Water and Power*, 869 F.2d 1196 (9th Cir. 1988) (Ninth Circuit held that no federal common law applies to water pollution or air pollution, and that water diversions authorized under state law are governed exclusively by state law);
- *National Meat Ass'n v. Deukmejian*, 743 F.2d 656 (9th Cir. 1984) (Ninth Circuit held that California fee assessment levied against out-of-state beef processors violates Commerce Clause because no similar assessment was imposed against in-state processors); and

Prepared (or directed preparation of) multi-state amicus briefs in U.S. Supreme Court in major constitutional and natural resources cases, including:
- *Bennett v. Spear*, 520 U.S. 154 (1997) (parties asserting economic interests have standing to challenge biological opinions under Endangered Species Act);
- *New York v. United States*, 505 U.S. 144 (1992) (congressional act commandeering state resources violates Tenth Amendment);
- *Sweet Home v. Babbitt*, 515 U.S. 687 (1995) (Secretary of Interior may regulate critical habitats of endangered species); and

Law Clerk to Judge M. Oliver Koelsch, U.S. Court of Appeals for Ninth Circuit, San Francisco, California (1961-1962)
EDUCATION:

Stanford Law School (LL.B. 1961)

Columbia University (B.A. 1958)
Cum laude. Speech and debate awards. American history major. Scholarship.

Boise Junior College (now Boise State University) (A.A. 1956)
Student Body President. President, International Relations Club. Intercollegiate speech and debate awards.

HONORS AND AWARDS:

“United States Supreme Court Best Brief Award” (awarded by National Association of Attorneys General for best U.S. Supreme Court brief submitted in October 1996 Term; for brief submitted in Bennett v. Spear, 520 U.S. 154 (1997)).

“Public Lawyer of the Year,” awarded by California State Bar (2004).

Currently listed in:
THE BEST LAWYERS IN AMERICA
WHO’S WHO IN AMERICA, WHO’S WHO IN THE WORLD, WHO’S WHO IN AMERICAN LAW (Marquis publications)

Burton Award for Legal Excellence, 2007 (national award for best-written legal articles)

AV rated (Martindale-Hubbell)

OFFICES AND MEMBERSHIPS:

American Bar Association:
Chairman, Water Resources Committee (1988-1990)
Council Member, Section on Environment, Energy and Resources (2003-2005)
Co-founder and Chairman, ABA annual water resources conference 1983-1991

Western States Water Council (California legal representative; gubernatorial appointee) (1985-2002)
ARTICLES (partial list):

- *Judicial Deference to Agency Interpretations: The Ups and Downs of the Chevron Doctrine*, 15 S.E. Env. L.J. 405 (2007);
- *The Endangered Species Act and Agency “Discretion”: The Courts and Agencies Take Different Directions*, Western Water Law & Policy Reporter 207 (June 2007);
- *The Supreme Court’s Rapanos Decision*, 16 California Water Law & Policy Reporter 311 (2006);
- *The Reserved Rights Doctrine: Case Study Involving Black Canyon of the Gunnison National Park*, 133 Journal of Contemporary Water Research & Education 29 (May 2006);
- *Western Water Law*, 1 Natural Res. & Env. 6 (Winter 1986) (American Bar Association publication);
- *Federal-State Water Relations in California: From Conflict to Cooperation*, 19 Pac. L. Jour. 1299 (1988);
- *State Control of Federal Pollution*, 6 Eco. L. Quar. 429 (1979);
- *Storm in the Desert: The Great Western Water Wars*, 26 Journal of the West 78 (July 1987);
- *The Battle of the Stanislaus: How the Great Federal-State Water Fight Was Won*, 14 Stanford Lawyer 721 (1979); and
May 19, 2008

VIA UPS AND ELECTRONIC MAIL

Julia M. Lew  
Porterville City Attorney  
McCormick, Kabot, Jenner & Lew  
1220 West Main Street  
Visalia, California 93291

Re: Response to Request for Special Legal Counsel Services

Dear Ms. Lew:

The law firm of Holland & Knight LLP is pleased to submit this proposal for legal services to the Porterville Airport Area Development Association ("Committee") in response to the Committee's Request for Special Legal Counsel Services. We believe that Holland & Knight attorneys possess the skill, expertise, and substantive knowledge to provide high quality legal services in the areas identified by the Committee's request and appreciate the opportunity to discuss our capabilities with the Committee.

Attorneys in Holland & Knight's Indian Law Practice Group have worked on all phases of casino projects similar in scope to the one planned by the Committee. Our attorneys are experts in the construction, financing, and development of casino and resort projects; in navigating the state and federal environmental review process for such projects; and in dealing with the various state and federal agencies who oversee portions of tribal gaming projects. Holland & Knight has assisted tribal clients with numerous casino and resort projects here in California as well as nationwide. We have negotiated a variety of intergovernmental agreements between Indian tribes and local governments, and I have personally worked on several similar projects. In short, I believe that Holland & Knight attorneys have the qualifications necessary to assist the Committee with its project.

If chosen, Holland & Knight's representation of the Committee will be handled out of its Los Angeles office. I will serve as the Client Relationship Manager and will oversee all aspects of the Committee's legal representation. Working closely with me will be Brian Guth, an associate who has experience working on several similar projects.
When and where necessary, we will use other Holland & Knight attorneys, including some from other offices, who have particular expertise that would benefit the Committee. For example, Betsy Lake, a partner in our San Francisco office, has extensive experience in environmental, land use, and municipal law issues. Tim Evans, an associate in our Washington, D.C. office, has worked with federal agencies such as the Bureau of Indian Affairs and National Indian Gaming Commission, on numerous tribal projects. Depending on the specific needs of the project, there may be other Holland & Knight attorneys who could provide useful assistance.

In choosing the attorneys to provide legal services, we are sensitive to cost and efficiency concerns. My billing rate is $430 per hour and Brian Guth's billing rate is $245 per hour. As mentioned, we would be the attorneys primarily responsible for legal services on this matter. If the Committee has specific financial concerns, we may be able to address them through a variety of flexible billing arrangements that we would be happy to discuss with the Committee.

We thank you for considering our proposal and look forward to discussing it further with the Committee. If you have any questions, please contact me at (213) 896-2563 or rory.dilweg@hklaw.com.

Sincerely yours,

HOLLAND & KNIGHT LLP

Rory Dilweg
Proposal to Provide Legal Services to

PORTERVILLE AIRPORT AREA DEVELOPMENT ASSOCIATION

May 2008

HOLLAND & KNIGHT, LLP
633 West Fifth Street
21st Floor
Los Angeles, CA 90071
Ph: 213.896.2400
Fax: 213.896.2450
www.hklaw.com
HOLLAND & KNIGHT EXPERIENCE

INDIAN LAW

With a deep understanding and respect for the traditional values that set tribes apart, Holland & Knight’s Indian Law Practice Group is committed to providing tribal governments with the same high quality of legal representation demanded by other governments and international corporations—the kind of service tribes require to protect their sovereignty and to prosper in today’s and tomorrow’s world.

Our Indian Law Practice Group utilizes the diverse talents of our attorneys and other professionals to protect tribal sovereignty and resources, develop reservation economies and infrastructure, preserve basic human rights, such as access to health care, and enhance tribal governance and business structures. We understand the challenges tribes face, and are able to provide full-service, “one-stop” legal and strategic advice and counsel on all of the critical issues.

Our Commitment
Holland & Knight’s Indian Law Practice Group is a team of more than 20 highly experienced attorneys and government specialists devoted to the unique needs of tribal governments and the complex field of Indian law. From sovereign immunity to financing, hotel, retail, energy, casino, infrastructure and utility development, Holland & Knight’s Indian Law Practice Group offers clients the resources of experienced Indian law practitioners combined with the diverse talents of more than 1,200 lawyers in every other discipline necessary to provide comprehensive services in the field of Indian law and tribal economic development.

Our Indian Law Practice Group includes:

- Former members of Congress, including a former Chairman of the Senate Committee on Indian Affairs,
- A former Commissioner with the National Indian Gaming Commission,
- Former Congressional staff and officials from important state agencies, and
- Attorneys who have developed national reputations as experts in the field of Indian law.

Both collectively and individually, members of our Group are uniquely qualified to assist clients in achieving their goals in this important, rapidly growing and challenging field.

Federal and State Government Relations/Advocacy
Events that unfold in the federal Executive Branch and Congress, as well as in state governments, often have a profound and long-lasting effect upon Indian tribes. Recognizing this reality, our Indian Law Practice Group maintains a visible presence in Washington, D.C. and in state capitals, including California, New York, Florida, and elsewhere. We provide clients with an ideal combination of prominent lawyers and lobbyists who have a comprehensive understanding of the legislative, regulatory, and budgetary processes and who are leading experts in the fields of gaming, tax, labor,
self-governance, energy and the environment, trust land, and other current Federal-Indian policy areas.

Because of our strength in government relations and litigation, we easily turn to those tools where regulatory compliance efforts do not achieve tribal client goals.

By coordinating and executing effective strategies, we have helped clients:

- Defeat threatened taxation of tribal revenues,
- Obtain millions of dollars in appropriations and other benefits,
- Structure and negotiate complex financing deal approvals involving hundreds of millions of dollars in connection with gaming, resort and other economic development projects,
- Gain federal approval of trust land acquisitions, and
- Fight cuts and advocate increases in Bureau of Indian Affairs, Department of Justice and Indian Health Service budgets.

Collaboration is a hallmark of our federal and state advocacy. We work closely with other firms, and with state and federal coalitions and caucuses, to increase support for the interests of our tribal clients.

**Land Use & Development**

**Environment and Natural Resources Practice**

Holland & Knight provides its tribal clients with expert advice, litigation, and government representation in all areas of environmental and natural resources law. We have unparalleled experience assisting new and established tribal developments to navigate the maze of federal environmental regulations and permit requirements. Having served as staff in Congress and federal agencies, several of our attorneys have an intimate knowledge of the environmental statutes and regulations that they now put to work for tribal clients. This includes application of tribal, federal, and – where applicable – state environmental laws such as:

- The National Environmental Policy Act,
- The Energy Policy Act of 2005,
- The Endangered Species Act,
- The Clean Air Act,
- The Clean Water Act,
- Wetlands, tidelands and river protection acts, and
- Brownfields redevelopment and hazardous waste control and cleanup.

Holland & Knight also assists tribes in drafting, implementing and enforcing laws to protect and manage tribal natural resources and the environment, which efforts we believe are an essential expression of tribal sovereignty. For example, we have unmatched experience with the development of tribal environmental laws to displace application of federal regulations in Indian Country. Our attorneys have supported scores of tribal environmental programs to protect tribal natural resources such as, timber, minerals, fish and game, and water from over-exploitation, while at the same time
improving the business environment in Indian Country by replacing federal regulations with streamlined, predictable tribal regulation.

Where on- or off-reservation tribal resources are threatened by off-reservation activities, we bring to bear the skills of our many environmental attorneys who work outside of Indian Country to protect those resources under local, state and federal environmental and historic protections laws, in addition to federal Indian law. We also negotiate on our clients’ behalf on a government-to-government basis with cities, states or the federal government to achieve protection of tribal resources. Because we are equally at home working outside of Indian Country, we can also assist tribes with projects that they pursue outside of tribal lands.

Water Law
We have substantial experience in the litigation and settlement of water rights disputes and matters relating to the development and utilization of water infrastructure. This includes representing tribal governments in water rights disputes with the federal government, as well as with state and local governments, districts, and others who claim competing interests. We are also experienced in assisting tribes in such areas as water planning, the creation of tribal water quality and wastewater policies and ordinances, and the construction and licensing of hydroelectric projects.

Our tribal clients routinely draw upon our comprehensive capabilities in water law – litigation; permitting; enforcement; finance; water system development and operations; water use planning and development; storm water management; and regulatory matters, rulemaking and legislation.

Indian Gaming
We have been involved in dozens of casino, hotel and resort developments, representing tribes from the earliest planning stages through project opening, operations and regulation. Our tribal gaming practice is an important part of the comprehensive service – advice, counseling, negotiation and representation at the federal and state levels – we provide for all of a tribe’s legal needs.

In gaming development projects, we typically participate in all phases of the project, including:

- Negotiating Tribal-State Compacts,
- Selecting the project site, including jurisdictional, fee-to-trust, Indian lands determinations, and development issues under tribal, state and federal law,
- Structuring project financing (loans, bonds or other forms),
- Planning and construction, including the preparation of appropriate development and construction documentation,
- Advising on the impact of tribal, local, state and federal land use and environmental laws,
- Obtaining federal and state regulatory clearances or approvals,
- Advising on water, power, and other utility needs, particularly legal requirements involved in dealing with water and other utility companies or districts, and in developing tribal energy resources to reduce dependency on outside utilities, and
- Structuring ancillary investments and facilities.

We help our clients give due consideration to and resolve all plausible tribal, state and federal legal issues.
**Tribal Gaming Commissions.** Another important component of our Indian gaming practice is our ability to create, train and provide unique legal services to tribal gaming commissions. Our Practice includes a former Commissioner with the National Indian Gaming Commission who has immense experience in the field of tribal regulation. We routinely advise tribal gaming commissions on gaming regulatory issues, such as the preparation of gaming ordinances and tribal gaming commission policies and procedures, including licensing, investigation and hearing procedures, complying with compact requirements, and the development of internal control and Bank Secrecy Act compliance and auditing programs. We also mediate issues that sometimes arise among administration, casino management and tribal gaming commissions, and provide training on the critical role each entity has in the successful and reliable regulation and operation of Indian gaming. In addition, we publish the Indian Gaming Handbook,™ which is widely used throughout the Indian gaming community and by tribal, state and federal regulatory agencies. Jerome L. Levine, the Holland & Knight Indian Law Practice Group Leader, edits this definitive guide to legal requirements under the Indian Gaming Regulatory Act, which is now in its sixth edition.

**Tribal Economic Development**

**Business and Corporate Organization**
We are frequently asked by our tribal clients to assist them in establishing business ventures and structuring business entities, such as LLCs, various types of corporations, and partnerships or other joint ventures. Such projects involve tax, financing, governance, sovereign immunity and other liability issues that our team of transactional Indian law specialists is well prepared to handle. Recent projects in this area have included the following:

- Drafted Section 17 corporate charters and provided advice on the BIA charter approval and ratification process,
- Analyzed the relative merits of using a joint venture or a participating lease arrangement to operate a restaurant and other businesses adjacent to a tribe's casino,
- Secured an IRS private letter ruling confirming the tax treatment of a tribal law corporation structured as an "integral part" of the tribe,
- Obtained BIA and IRS recognition of the political subdivision status of a tribal economic development authority after assisting in the formation of the new entity,
- Advised on the structuring of a tribal insurance company, and
- Structured joint ventures for various purposes, including the operation of a tribal energy venture and the establishment of a tribally-controlled firm qualifying for SBA 8(a) contracting preferences.

One of our team members is the co-author of Tribal Business Structure Tool Kit, a publication funded by a grant from the Department of Interior's Division of Indian Energy and Economic Development.

**Project Financing**
Holland & Knight is a nationally recognized bond firm. The Firm has participated in governmental debt issues since the 1960s. Holland & Knight has consistently ranked among the top bond and disclosure/underwriter's counsel firms in the U.S. based on principal amount of bonds issued,
according to statistics compiled by Thomson Financial Securities Data. The Firm has been listed in The Bond Buyer’s Municipal Marketplace (the “Red Book”) since 1975.

Holland & Knight has been a leader in many innovative and creative financings and has significant experience in all areas of public finance and municipal securities, including:

- The issuance of variable rate bonds, commercial paper and other interim financing programs,
- Puts and calls,
- Liquidity and credit enhanced financings,
- Zero coupon bonds, stepped coupon bonds, and original issue discount bonds,
- Sale/leaseback transactions,
- Public-private partnerships,
- Swaps and other derivative financial products, and
- A variety of other financing techniques.

During the past five years, our attorneys have served as bond counsel, disclosure counsel, underwriter’s counsel or in other/multiple roles as counsel for more than $25.6 billion in principal amount of debt, including tribal bond and related financing transactions.

**Real Estate Practice**

Holland & Knight’s firmwide Real Estate Practice represents clients in trust land acquisitions, development, dispositions, leasing and the financing of commercial, residential, industrial, mixed-use and public projects wherever they may be located. This practice includes land use issues on reservations, and the acquisition of new tribal properties and their acceptance into trust status. In addition, the practice includes assisting tribes in acquiring and developing former military base properties. We are experienced at the development of hotel, shopping centers and other commercial developments for tribes and ventures involving tribal interests.

Working with the firm’s litigation, corporate, real estate and tax departments, our Indian law real estate practitioners are able to incorporate all appropriate areas of the law in order to meet our client’s financial and operational goals. This has been an essential component of our services because it maximizes our ability to provide complete advice and counsel on all elements of a transaction within one law firm. Tribal clients have the comfort of knowing that the transaction is not only completely understood, but is being addressed and structured legally in a coordinated, comprehensive and cost-efficient way.
WEST COAST LAND USE

As one of the largest law firms in the United States, Holland & Knight has extensive experience and knowledge in all aspects of land use and environmental law, from acquisitions and project development to environmental audits and compliance assessments. The firm’s West Coast Land Use and Environmental Team provides to clients the added benefits of working with a focused practice group, combined with the broader resources of a large multidisciplinary firm. The more than 20 attorneys and land use professionals operating in our three West Coast offices are uniquely prepared to represent clients as environmental and land use law continues its fast-paced evolution. Each work on local zoning and entitlement approvals, but also have expertise in three or more areas of land use and environmental law, including:
- agricultural and Conservation Easements
- air Quality
- biological and Radiological Materials
- bond Financing
- brownfields Redevelopment; Water Supply
- community Facilities Financing
- hazardous Materials Handling
- hazardous Waste Management
- homeowner Association Formation and Management
- redevelopment and Annexation
- sewage and Water Treatment Plants
- special District Formation
- state and Federal Agency Advocacy
- state and Federal Legislative Advocacy
- stormwater
- threatened and Endangered Species
- transit and Transportation Improvements
- wetlands

Our clients range from developers and builders to industry and trade associations, as well as federal, local and state governments.

Tribal Law
The West Coast Land Use and Environment attorneys and professionals work seamlessly with the firm’s Indian Law Practice Group on environmental issues arising from all aspects of tribal economic development and natural resources management and protection. Our attorneys and professionals have routinely advised the Administrator and other senior officials of the United States Environmental Protection Agency (EPA) on environmental regulation in Indian country and we have unparalleled experience with the application of federal environmental statutes on Indian lands.
For example, we have:

- guided tribally owned combined heat and power facilities through the permitting process in the most polluted air basin in the United States to provide power to casinos, resorts and spas, independent of the non-Indian utilities
- trained tribal environmental staff on the application of NEPA to the development of Indian gaming and other development projects
- helped clients prepare NEPA and similar documents required by tribal-state compacts for casino and other economic development activities
- participated in fee-to-trust acquisitions
- represented Indian tribes in processes before environment and natural resource agencies, such as the U.S. Army Corps of Engineers, U.S. Fish and Wildlife Service, NOAA Fisheries, the Federal Energy Regulatory Commission and U.S. EPA

Entitlements
Our attorneys and professionals have broad and extensive experience guiding clients through the land use approval process, providing project-level direction for a wide range of federal, state, county and municipal level entitlements. For the past decade, we have provided assistance on large-scale projects in the development and implementation of public participation programs to ensure that the interests of the community have been adequately addressed in order to minimize the controversy and opposition that can lead to lengthy and expensive litigation and delays in project construction. In an effort to avoid the "budget override factor," we assist our clients with anticipating and planning for these multijurisdictional requirements and processes so as to avoid budgetary surprises throughout the project. In addition, we act as advocates on our clients' behalf in front of governmental entities, including city councils, planning commissions, county commissions, redevelopment agencies, and state and federal environmental agencies. On the client services front, it is the West Coast Land Use and Environmental Team's primary goal to provide high quality, well organized and complete application materials that will assist the governmental regulators in completing their review in a timely fashion.

For example, we have:

- assisted with general plan, specific plan, master plan and zoning ordinance approvals
- coordinated development agreements
- advised clients on redevelopment plans, including disposition and development agreements and owner participation agreements
- counseled clients on federal and state resource agency approvals related to environmental remediation, wetlands, species, coastal resources, historic resources, water and air quality, water supply and transportation
- assisted clients with annexations and sphere of influence approvals (LAFCO)
- represented clients on matters related to the Geologic Hazard Abatement District and Community Facilities (Mello Roos) District establishment

Environmental Review (NEPA and CEQA)
Our attorneys and professionals assist a range of private and public entity clients in all aspects of compliance with both National Environmental Policy Act (NEPA) and California Environmental Quality Act (CEQA) requirements. Enacted over 35 years ago, NEPA is considered to be the leader
of all environmental statutes. The Act, which requires federal government agencies to consider the environmental impact of all proposals that entail a "major federal action," has been a footprint for numerous other state and local governments when enacting similar statutes since its passage. A state statute similar to NEPA but considered to be perhaps even more stringent, CEQA requires agencies to mitigate impacts to the greatest extent practicable before approving a project. State and federal agencies also retain Holland & Knight for their legal needs in this area. In 2003, members of the West Coast Land Use and Environmental Team participated in the Council on Environmental Quality's NEPA Task Force regarding modernizing NEPA implementation.

For example, we have:

- coordinated and prepared clients for the review process and worked to minimize additional costs and potential delays
- counseled on the numerous steps required in reviewing an action
- defended clients against third-party challenges when the need arose
- assisted clients in applying technical know-how in critical areas such as traffic analysis, air quality assessments, noise impact analysis, biological resource studies, wetlands delineations and water supply assessments

Water Supply and Quality

In the area of water supply, our West Coast attorneys and professionals understand that the allocation of scarce water supplies is a critical issue, particularly in California. Members of our team advise public agencies and private clients throughout California on all aspects of water rights practice, particularly in development projects.

For example, we have:

- assessed the water supply needs of a given project and identified potential challenges
- assisted in the acquisition, development and maintenance of surface and ground water rights
- navigated issues related to regional management of water supplies and water transfers

Water quality is also an area in which our attorneys and professionals possess a long history and substantial experience, specifically in matters pertaining to water programs at the state and federal levels that include permitting related to wetlands and aquatic resources, NPDES permitting and stormwater regulations. Our extensive knowledge in the area of complicated regulatory policies and procedures enables our team of attorneys and professionals to be creative in defining strategies and providing solutions that meet our clients' needs. We provide counsel to a range of clients from developers, builders, industry and trade associations to local government agencies, and offer comprehensive support in such areas as regulatory counseling, permitting, compliance management programs, initiation or suppression of EPA rulemakings and TMDLs. On behalf of clients, our team has been involved in a variety of contested proceedings before federal and state agencies and courts, including a series of federal appellate opinions requiring the EPA to take cost effectiveness into account when setting discharge standards for conventional pollutants. Additional guidance is provided to clients in matters related to the management and defense of enforcement actions under
state or federal clean water laws, including administrative actions, judicial enforcement actions of
government and citizen suits.

In regards to complex regulatory policies and procedures governing this area, we work extensively
with power plants throughout California to comply with new industry-specific water quality rules
and to help shape the interpretation of these regulations. We also have comprehensive experience in
hazardous substances permitting and groundwater contamination remediation and cleanup, working
with state and federal agencies to achieve efficient solutions to water quality problems.

For example, we have:

- assisted on SPCC plan preparation and compliance for manufacturing facilities
- coordinated permitting, compliance and reporting advice for industrial companies
- advised both industrial and developer clients regarding stormwater pollution
  prevention plans and compliance
- worked with industrial manufacturing companies regarding reporting of wastewater
  discharge violations

**Takings Law**

We regularly represent property owners, as well as condemning authorities, in the acquisition of road
rights-of-way, school sites, fire/rescue stations, parks, convention centers and electric transmission
line rights-of-way. In addition to direct condemnations, the firm represents clients in connection with
inverse matters, both regulatory takings and physical invasions.

For example, we have:

- assisted clients with a range of property types – from small residential parcels to a
  7,000-acre planned development
- provided mediation and advocacy counsel in an effort to resolve as many
  condemnation cases as possible
- worked effectively with a variety of authorities, including cities, counties, school
  boards and transportation authorities
Members of our client service team have been selected based on their availability to dedicate the
time that high-quality service demands to aggressively seek and pursue the legal goals for the
Porterville Airport Area Development Association. To ensure that the resources of the team are
fully engaged and integrated in support of the Porterville Airport Area Development Association, a
senior core management team will govern this representation as follows:

**RORY EMERSON DILWEG**

Partner
Los Angeles
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Rory E. Dilweg is a Partner in the Indian Law Practice Group of the Los Angeles office of Holland & Knight. Mr. Dilweg represents Indian tribal governments throughout the United States in all aspects of the law; including gaming, development, litigation, taxation, corporate issues, health care, child welfare, grant writing and compliance, and negotiations with state and local governments. Mr. Dilweg has participated in gaming compact negotiations in Wisconsin and California, as well as acting as lead negotiator for intergovernmental agreement discussions in both states.

Mr. Dilweg has spoken at training seminars for judges, lawyers, and social workers on a variety of topics; including gaming development, taxation, and labor issues. Prior to joining Holland & Knight, Mr. Dilweg served as in-house counsel for the Oneida Tribe of Indians of Wisconsin for over six years, including two years as Interim Chief Counsel of the Tribe’s legal department. As Interim Chief Counsel, Mr. Dilweg managed a seven attorney office and provided day to day legal advice to the government of the Oneida Tribe.

**Court Admissions**
- All State Courts in California
- All State Courts in Wisconsin
- U.S. District Court for the Eastern District of Wisconsin
- U.S. District Court for the Western District of Wisconsin
- U.S. Appeals Courts, Seventh Circuit
- U.S. District Court for the Eastern District of California
- U.S. District Court for the Central District of California

**Practices**
Health Law & Life Sciences
Indian Law

**Education**
University of Wisconsin Law School, J.D.
University of Wisconsin – Madison, B.A.
ELIZABETH LAKE

Partner
San Francisco
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Elizabeth “Betsy” Lake is a Partner in the Government Section in Holland & Knight’s San Francisco office. Her practice focuses on energy, land use, and complex project permitting, compliance counseling, natural resource and environmental transactions, and regulatory and legislative development.

- **Land Use and Complex Project Permitting.** Ms. Lake represents project proponents and public agencies in land use, environmental review, permitting, due diligence and litigation matters for complex land use, energy, and development projects, involving environmental impact statements/reports (NEPA/CEQA), waters and wetlands issues and permits (CWA/Porter Cologne, NPDES), endangered species (ESA/CESA) consultations and incidental take statements, brownfields issues (CERCLA/RCRA/Polanco), and local entitlements (zoning and subdivision ordinances) or California Energy Commission (CEC) approvals. Such projects include linear transmission, pipelines, and undersea cable projects, natural gas and renewable energy power plant projects, military base reuse (BRAC) projects, and residential and mixed use development projects, among others.

- **Compliance Counseling.** She represents clients in environmental management, audit, and enforcement matters involving federal, state and local agency regulation of water quality, hazardous materials and waste management, radioactive and medical product and material management, worker safety (OSHA/Cal OSHA), air, wetlands, protected species and land use. Clients include municipalities, power plants, sewer districts, and industrial facilities, among others.

- **Natural Resource and Environmental Transactions.** Ms. Lake represents property owners, developers, project proponents, corporations, and public agencies in transactions, including development agreements (DAs and DDAs), habitat conservation planning, federal land leasing and concessions, conservation easements, conservation banking and mitigation transactions, and military base transfers and brownfields developments.

- **Regulatory and Legislative Development.** She represents clients in the enactment and amendment of environmental and land use statutes and regulations.

Ms. Lake is a lecturer on the Endangered Species Act, the Clean Water Act, and the California Environmental Quality Act, and a participant in the Council on
TIMOTHY Q. "TIM" EVANS

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Timothy Q. Evans practices in the area of Indian Law in several capacities, including tribal governmental, transactional, litigation, and federal representation matters. Mr. Evans has experience with such diverse matters as tribal government ordinances and codes, economic development financing and contracting, secured transactions, tribal real estate transactions and fee-to-trust applications, and tribal employment matters. He also frequently works with the federal regulatory agencies involved in tribal client matters, including the Bureau of Indian Affairs and the National Indian Gaming Commission.

Mr. Evans practiced in Holland & Knight's Los Angeles office for more than two years before transferring to the firm's Washington, D.C. office. He also spent two summers as a summer associate in the firm's Washington, D.C. and Los Angeles offices as part of the Indian Law Practice Group.

Mr. Evans teaches federal Indian law to college and graduate-level students as part of the summer-term Washington Internships for Native Students (WINs) program at American University.

Memberships
• American Bar Association
• American Bar Association - Young Lawyers Division
• California Bar Association
• Federal Bar Association
• Harvard Alumni Association
• Kennedy Center for the Performing Arts
• Southern Poverty Law Center

Court Admissions
• All State Courts in California
• U.S. District Court for the Central District of California

BRIAN R. GUTH
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Brian R. Guth has experience in both litigation and transactional work. He has worked on fee-to-trust applications and gaming development projects in addition to general contract negotiation and preparation. In particular, Mr. Guth has worked on numerous construction-related contracts and owner-consultant agreements, many in the context of tribal development projects. He has also done substantial research on tribal sovereign immunity issues, particularly in the area of tribal economic development entities. Mr. Guth has contributed several articles to the firm's Media and Communications Newsletter and has worked on several pro bono matters, including adoptions, asylum applications, and applications for non-profit status on behalf of charitable organizations.

Before entering law school, Mr. Guth taught high school economics and worked as an assistant in high school writing classes. During law school, Mr. Guth worked in the Governmental Relations office of the California Medical Association in Sacramento, California. While there, he worked on compliance issues relating to mandatory interpreters as well as on a bid to become the fundraising agent and operator of a state program providing medical services to underserved areas within the state.

Memberships
• Federal Bar Association
• Los Angeles County Bar Association

Court Admissions
• U.S. Appeals Courts, Ninth Circuit
• U.S. District Court for the Central District of California
• All State Courts in California
Published Articles & Books

- "California Supreme Court Upholds Internet Defamation Immunity," Media and Communications, Newsletter - March 2007
- "California Court Rejects Britney Spears' Sex Tapes Claim," Media and Communications, Newsletter - December 2006
- "California Supreme Court Limits Public Access to Peace Officer Disciplinary Records," Media and Communications, Newsletter - November 2006
AB 1884, as amended, Maze. Joint powers agreement: Tule River Tribal Council.

Existing law authorizes 2 or more public agencies, by agreement, to jointly exercise common powers. Existing law defines public agencies for this purpose.

This bill would provide that the Tule River Tribal Council, as the governing body of the Tule River Indian Reservation of California, a federally recognized Indian tribe, may enter into a joint powers agreement with the City of Porterville or the City of Porterville and the County of Tulare, for the sole purpose of developing particular property in the vicinity of the Porterville Airport. The bill would deem the Tule River Tribal Council a public agency for purposes of the law relating to joint powers agencies and would designate the joint powers authority the bill would create as the Porterville Airport Area Development Authority. The bill would specify the membership of the authority's 5-member board and require that all actions taken by the authority be by an affirmative vote of 4 members of the board. The bill would prohibit the joint powers authority created pursuant to the bill from authorizing or issuing bonds pursuant to the Marks-Roos Local Bond Pooling Act of 1985, unless the funded public improvements will be owned and maintained by the authority or one or more public agency members, and the revenue streams pledged to repay the bonds derive from the authority or one or more of its public agency members. The bill would repeal its provisions on January 1, 2039.

This bill would state the findings and declarations of the Legislature concerning the need for special legislation.


THE PEOPLE OF THE STATE OF CALIFORNIA DO ENACT AS FOLLOWS:

SECTION 1. Section 6529.5 is added to the Government Code, to read:

6529.5. (a) The Tule River Tribal Council, as the governing body of the Tule River Indian Reservation of California, a federally recognized Indian tribe, may enter into a joint powers agreement with the City of Porterville, or the City of Porterville and the County of Tulare, with the City of Porterville
for the sole purpose of developing approximately 1,200 acres of land in the vicinity of the Porterville Airport. The Tule River Tribal Council shall be deemed to be a public agency for purposes of this chapter.

(b) (1) The joint powers authority created pursuant to subdivision (a) shall be known as the Porterville Airport Area Development Authority.

(2) If the authority includes the Tule River Tribal Council and the City of Porterville, the board of directors of the joint powers agency shall consist of two members appointed by the city council of the City of Porterville, two members appointed by the Tule River Tribal Council, and one member appointed by the other four members.

(3) If the authority includes the Tule River Tribal Council, the City of Porterville, and the County of Tulare, the board of directors of the joint powers agency shall consist of two members appointed by the city council of the City of Porterville, two members appointed by the Tule River Tribal Council, and one member appointed by the Tulare County Board of Supervisors.

(d) All actions taken by the Porterville Airport Area Development Authority shall require an affirmative vote of four members of the board.

(c) The joint powers authority created pursuant to subdivision (a) shall not have the power to authorize or issue bonds pursuant to the Marks-Roos Local Bond Pooling Act of 1985 (Article 4 (commencing with Section 6584)), unless the public improvements to be funded by the bonds will be owned and maintained by the authority or one or more of its public agency members, and the revenue streams pledged to repay the bonds derive from the authority or one or more of its public agency members.

(d) Nothing in this section shall be construed as extending the power of eminent domain to the Tule River Tribal Council.

(e) This section shall remain in effect only until January 1, 2039, and as of that date is repealed, unless a later enacted statute, that is enacted before January 1, 2039, deletes or extends that date.

SEC. 2. The Legislature finds and declares that, because of the unique circumstances applicable only to the County of Tulare, City of Porterville and the Tule River Tribal Council, a statute of general applicability cannot be enacted within the meaning of subdivision (b) of Section 16 of Article IV of the California Constitution. Therefore, this special statute is necessary.