

GRIFFITH & MASUDA

A PROFESSIONAL LAW CORPORATION

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Founded 1920

W. Coburn Cook, 1892-1953
Lin H. Griffith, 1923-2014

Roger K. Masuda
rmasuda@calwaterlaw.com

*Celebrating Our
95th Anniversary*

April 29, 2015

Via email to jpremutati@mcwd.org

Marina Coast Water District
Attn: Jean Premutati
11 Reservation Road
Marina, CA 93933

Re: Proposal for General Legal Counsel Services and Employment Law Matters

Dear Ms. Premutati:

Providing employment and labor relations advice to California special districts has become a separate "legal specialty" from providing general legal counsel advice. Accordingly, Griffith & Masuda is submitting a proposal for District Legal Counsel and the law firm of Littler Mendelson, P.C., is submitting a separate independent proposal to advise and represent the District on employment law and labor negotiation matters. As Turlock Irrigation District's General Counsel, Roger Masuda has worked with Bruce Sarchet as TID's special employment law counsel for some 25 years. Bruce Sarchet would be available to advise the District on labor negotiations for which he has extensive experience and would have overall supervision and responsibility for the legal services provided by Littler to the District. Kimberly Gee would be the main contact person for you and District staff. Prior to joining Littler, Ms. Gee worked for almost three years with the law firm of Lozano Smith in Monterey.

Thank you for the opportunity to submit these proposals. Please do not hesitate to contact Bruce Sarchet or me if you have any questions or need any additional information regarding either of the enclosed proposals.

Very truly yours



ROGER K. MASUDA

Enclosures:

Griffith & Masuda's Proposal for General Legal Counsel Services
Littler's Proposal for General Labor and Employment Legal Advice and Representation

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Attn: Jean Premutati
11 Reservation Road
Marina, CA 93933

Re: Proposal for General Legal Counsel Services

Dear Board of Directors:

Thank you for the opportunity to submit this proposal.

Griffith & Masuda was originally founded in 1920 by W. Coburn Cook. Today we represent eight water agencies located in seven different counties – Butte, San Joaquin, Calaveras, Tuolumne, Stanislaus, Merced, and Monterey counties. The synergy created by representing the different agencies enable us to provide more effective and efficient legal services to all of our public agency clients.

Roger Masuda would have primary responsibility for providing legal services to the District. However, he will be assisted as needed by the firm's very capable and very experienced staff described below.

Our legal advice and representation of public agencies include the following matters: Brown Act, Public Records Act, Government Claims Act, Political Reform Act/Fair Political Practices Commission regulations, conflicts of interest, public agency directors and officers, construction law, government contracts, Federal and California grants, fees, rates and charges, Proposition 218 compliance, formation and administration of benefit assessment and improvement districts, rules, regulations, and ordinances, CEQA-NEPA, land use planning, zoning, and subdivision matters, Mello Roos, LAFCO, land rights, negotiating and drafting complex settlement and transactional documents, issuer's counsel on numerous public agency financings, public employee matters, riparian habitat and salmon spawning gravel restoration projects, State Water Contracts, surface water rights, groundwater rights, the conjunctive use of surface water and groundwater, and water-energy interface.

We have acquired substantial experience negotiating and drafting complex transactional and settlement agreements, which we believe will be of value to the District, including but not limited to the following:

- Agreement to purchase 225 square miles of Pacific Gas & Electric Company's retail electric service area and distribution and sub-transmission infrastructure within Western Stanislaus County.
- Settlement agreement resolving long-standing water rights between a county water district and our client water and power joint powers agency.
- Water banking agreement for our client domestic water supply district, which allowed the district to recover and take delivery of banked water during several months of 2014 when its only water source from the State Water Project was otherwise unavailable.
- Settlement agreement resolving county of origin and area of origin rights of our client county under its State Water Contract.
- Fish flow settlement agreement among our client irrigation district, the City and County of San Francisco, environment groups, Federal Energy Regulatory Commission staff, and others for the Don Pedro Project on the Tuolumne River.

Legal Team

Roger K. Masuda [California State Bar # 54067]: Mr. Masuda graduated from the University of California, Los Angeles (A.B., 1969) and from the University of California, Davis School of Law (J.D., 1972). He was admitted to the California State Bar in 1972. He was also admitted to the Idaho State Bar in 1973 but he is not currently an active member of that Bar. Since 1973, Mr. Masuda has primarily advised and represented governmental and public agencies – first as an Army JAGC attorney (1973-1976) with emphasis on government contracts, administrative, and environmental law, and then in private practice as general counsel and special water counsel to public agencies. He served as part-time City Attorney of the City of Livingston, his hometown, from 1977 to 1984. He is a member of the Legal Affairs Committee of the Association of California Water Agencies and of the newly formed Legal Advisory Working Group of the California Special Districts Association. He has advised public agencies on the full gamut of public law matters. He has worked on surface water and groundwater rights, contractual water rights, the integration of surface water and groundwater resources through conjunctive use and water banking, water transfers, balancing multiple uses and demands on river systems, FERC hydropower issues, and major riparian habitat restoration and salmon spawning gravel restoration project. He has negotiated and drafted complex transactional and settlement agreements for public agencies. He has served as the issuer's counsel in numerous public agency and joint powers agency financings involving general obligation bonds, revenue bonds, notes, and certificates of participation. He farmed almonds part-time for some 25 years. As a farmer, he had actual experience in the conjunctive use of groundwater and surface water since he irrigated with both a private well and with surface water. Mr. Masuda completed formal mediation training from the Straus Institute for Dispute Resolution, Pepperdine School of Law.

Sara J. Lima [California State Bar # 151294]: Mrs. Lima graduated from the University of California, Berkeley (B.A., 1987) and Hasting College of the Law, University of California (J.D., 1990). She was admitted to the California State Bar in 1990. Mrs. Lima advises and

represents public agency clients on Brown Act, Public Records Act, Political Reform Act, conflicts of interest, government contracts, water rights, domestic water systems, water resources, environmental, and reservoir recreation law matters. Mrs. Lima is the Chief Assistant General Counsel for the Turlock Irrigation District and is the attorney for the Don Pedro Recreation Agency and the Don Pedro Project Board of Control. She advises TID on the drinking water system for the Town of La Grange. She is TID's lead attorney and chief draftsman on a water transfer agreement to provide an initial 30,000 acre-feet per year of raw surface water to a proposed water treatment plant to supply the cities of Modesto, Turlock, and Ceres with treated drinking water.

David L. Hobbs [California State Bar # 235371]: Mr. Hobbs graduated from California State University, Stanislaus (B.A., 2001) and from the McGeorge School of Law (J.D., 2004). He was admitted to the California State Bar in January 2005. Mr. Hobbs acts as the firm's lead attorney on matters for the Merquin County Water District, the Western Hills Water District, and the Turlock Mosquito Abatement District. In representing Western Hills WD, Mr. Hobbs has advised and assisted the District in a number of legal matters, including, but not limited to, Proposition 218 water and sewer rate increases, Proposition 26, landowner-voting director elections, Political Reform Act, conflicts of interest, Brown Act, employment issues, adoption and implementation of water conservation requirements, responding to Public Records Act requests, water treatment plant issues, Mello Roos, LAFCO, and government contract issues. Mr. Hobbs is a member of the California Municipal Utilities Association's Proposition 26 Committee and is the firm's representative to the California Association of Local Agency Formation Commissions (CALAFCO). He is an experienced litigator and recently won a case at both the trial court and appellate court levels against a city, which tried to be annexed to an irrigation district for retail electric service only. Prior to joining the firm on July 1, 2010, Mr. Hobbs' primary area of practice was residential subdivision development. He was responsible for real property acquisitions, vertical construction contracts and warranty issues, Subdivision Map Act compliance, local zoning, and General Plan Amendments.

Barbara A. Hetrick: Mrs. Hetrick is our public agency law clerk. In 2005, she retired from the Turlock Irrigation District after thirty-seven years of service. During the last twenty-three years at TID, she served as Secretary to the TID Board of Directors. Prior to that, she served as administrative assistant to the TID General Manager. In December 2014, she retired as the part-time Secretary to the Board of Directors of the Merquin County Water District after twenty years of service.

Rebecca Xiong: Ms. Xiong is our paralegal. She has been a paralegal for the last ten years. She has considerable experience in litigation matters.

None of the attorneys have been sued for malpractice, been the subject of a complaint filed with the State Bar, or had discipline imposed by the State Bar.

Current Clients

The following is a list and description of each of our public agency clients:

County of Butte, Oroville, CA: Mr. Masuda has been Special Water Counsel to Butte County since March 1991. He advises the County on its State Water Contract, litigation relating to the SWP contract (including an area of origin lawsuit against the California Department of Water Resources), wholesale water contracts, water transfers by Butte County of its State Water Contract Table A water, the County's groundwater ordinances, and the California Department of Water Resources' relicensing of FERC Project No. 2100, the Oroville Facilities.

Marina Coast Water District, Marina, CA: The District provides water and sewer services to the City of Marina and the former Fort Ord. The District is governed by a 5-member Board of Directors. Its water source is groundwater from the Salinas Valley Groundwater Basin. The District is a member agency of the Monterey Regional Water Pollution Control Agency. The District's Board of Directors appointed the law firm as legal counsel in October 2012. Our firm has developed an acute understanding of the unique challenges facing the District, including but not limited to the various regulatory and bureaucratic hurdles existing in Monterey County as they relate to water and sewer service. The firm's attorneys have worked closely with the MCWD Board and staff, advising on groundwater, recycled water, and desalinated water issues, water supply assessments, CEQA, MRWPCA, rates and capacity charges, government contracts and procurement, real property, development and land use, LAFCO, and FORA matters.

Merquin County Water District, Stevinson, CA: Merquin CWD is an agricultural water district with a contractual water right to 18,211 acre feet per year serving approximately 6,000 acres of farmland. The District also owns and operates twenty-one groundwater wells to supplement its surface water supplies. The District is governed by a 5-member Board of Directors. The District's Board of Directors appointed the law firm as general counsel in October 1988.

North San Joaquin Water Conservation District, Lodi, CA: The North San Joaquin Water Conservation District serves irrigation water in the Lodi area. It has a water rights permit for up to 20,000 acre-feet of water from the Mokelumne River. NSJWCD is governed by a 5-member Board of Directors. Our firm became the District's general counsel in July 2011. We were selected over three Sacramento law firms. Mr. Masuda advised NSJWCD in forming its first improvement district to finance a new surface water irrigation and groundwater recharge project, known as the Tracy Lake Groundwater Recharge Project. The project will help the District better utilize its water right. The project will divert water from the Mokelumne River into South Tracy Lake and will divert up to 4,000 acre-feet per year when river water is available. The surface water will be used by the landowners to irrigate vineyards thereby conserving groundwater. The project will also result in surface water recharge to the groundwater basin. The District has secured 100% of the funding for the project via a \$300,000 U.S. Bureau of Reclamation grant with the balance of approximately \$1,300,000 being financed through the issuance and sale of improvement district warrants. Payments of the principal and interest on the warrants are secured by an annual capital assessment levied on all 1,310 acres of land within the improvement district. NSJWCD is working with San Joaquin County and East Bay Municipal Utilities District to implement a pilot groundwater recharge project within NSJWCD.

Tuolumne Stanislaus Integrated Regional Water Management Authority, Sonora, CA: The Authority is a joint powers authority formed to administer a California Department of Water Resources-approved integrated regional water management plan for the upper Tuolumne River and Stanislaus River watersheds and the Little John Creek watershed within Tuolumne and Calaveras counties and to apply for and administer grants for member agency projects. The Authority has been awarded an \$8.1 million DWR 2014 IRWM Drought Grant for five member agency projects. Sara Lima is the law firm's legal attorney for the Authority. The Authority's Board of Directors appointed the law firm as general counsel in November 2014.

Turlock Irrigation District, Turlock, CA: This law firm has been outside General Counsel to the Turlock Irrigation District since the 1930's. Roger Masuda has been serving in that role since December 1976. Founded in 1887, TID is the oldest irrigation district in California. TID is governed by a 5-member Board of Directors. TID diverts some 500,000 acre-feet of water per year from the lower Tuolumne River. TID is also a vertically integrated electric utility with hydroelectric, natural gas, wind, solar, fuel cell, coal, and geothermal generation resources, transmission, and retail distribution to electric customers within a 662-square mile service area, primarily within Stanislaus and Merced Counties. TID is the 68.46% owner and project manager of the Don Pedro Project (FERC Project No. 2299). Don Pedro Reservoir, with a maximum storage capacity of 2,030,000 acre-feet, is the sixth largest reservoir in the State of California. TID also owns and/or operates nine small hydroelectric power plants.

Turlock Mosquito Abatement District, Turlock, CA: The District controls mosquitoes within an area of 966 square miles. The District's 8-member Board of Trustees consists of 5 members appointed by the cities of Turlock, Hughson, Ceres, Patterson, and Newman and 3 members representing the unincorporated areas of Stanislaus County within the District's service area. The firm has been the District's attorney since 2006.

Utica Water & Power Authority, Angels Camp, CA: UWPA is a joint powers authority consisting of the City of Angels (aka Angels Camp) and the Union Public Utilities District. UWPA has a 5-member Board of Directors. UWPA owns pre-1914 and riparian water rights on the North Fork Stanislaus River and is the licensee to FERC Projects Nos. 2019 (Utica Hydroelectric Project) and 2699 (Angels Hydroelectric Project). Mr. Masuda has served as Special Water Counsel to UWPA since March 2008. He assisted UWPA in successfully negotiating a comprehensive settlement agreement signed in November 2009 with the Calaveras County Water District. The agreement resolved long-standing water rights disputes between the parties.

Western Hills Water District, Patterson, CA: Western Hills Water District, a California Water District, was formed as the water-sewer-storm drainage service provider for the golf resort development known as Diablo Grande in the hills approximately 8 miles east of Interstate 5 and the City of Patterson within Stanislaus County. The District has contract rights to 8,000 acre feet per year of State Water Project Table A water through the Kern County Water Agency. The District owns and operates a water treatment plant with a treatment capacity of 2 million gallons per day. The District provides approximately 200 acre-feet per year of treated water to approximately 414 water accounts and provides approximately 980 acre-feet per year of untreated water for the development's golf courses. The District has contracted with the City of

Patterson to provide all sewer services for the District. The District has a 5-member Board of Directors. The firm has been the District's General Counsel since December 2008. During 2010, we successfully negotiated a long-term unbalanced water banking program agreement between WHWD and Belridge Water Storage District, Berrenda Mesa WD, Dudley Ridge WD, Lost Hills WD, and Wheeler Ridge-Maricopa Water Storage District whereby WHWD is able to transfer its State Water Project water in excess of its annual in-district needs to the five districts and in exchange receive cash payments and Kern Water Bank storage credits. With a zero State Water Project allocation for a substantial part of 2014, the District was able to draw on its storage credit for its water needs.

Joint Powers Agencies: In addition to the Tuolumne Stanislaus IRWM Authority and the Utica Water & Power Authority, the law firm serves as general counsel to the Tuolumne Wind Project Authority, Walnut Energy Center Authority, and the Westside Power Authority, joint powers agencies of which the Turlock Irrigation District is the principal member. The Tuolumne Wind Project is a 136.6 megawatt nameplate capacity wind farm comprised of 62 wind turbines located in Klickitat County, WA. The Walnut Energy Center is a 250 megawatt natural gas-fired, combustion-turbine based, combined-cycle generating plant located in Turlock, CA.

No Conflicts of Interest; Office Location

To avoid any conflicts of interest in serving as the District's Legal Counsel since October 2012 and as represented in our original proposal to serve as the District's Legal Counsel, we have not represented any client who owns real property, resides, or who has its principal place of business within the boundaries of the District within the last three years.

We will continue to have our principal office location in Turlock, Stanislaus County. We do not believe that our accessibility to the District's Board or staff has been unreasonably limited by being located in Turlock because of email and the telephone. In addition, our location in Turlock helps avoid potential conflicts of interest. When we were originally retained in October 2012, the Board wanted a law firm that was located outside of Monterey County to avoid existing and potential future conflicts of interest.

Compensation

Our existing hourly rates, which have been in effect since October 2012, shall remain in effect through September 30, 2015. For services performed during the periods set forth below, we proposed that the firm personnel be compensated at the proposed hourly rates:

Position	October 1, 2015, through September 30, 2016	October 1, 2016, through September 30, 2017
Roger K. Masuda, Attorney	\$235 per hour	\$240 per hour
Sara J. Lima, Attorney	\$230 per hour	\$235 per hour
David L. Hobbs, Attorney	\$230 per hour	\$235 per hour
Rebecca Xiong, Paralegal	\$80 per hour	\$82 per hour
Barbara A. Hetrick, Public Law Clerk	\$80 per hour	\$82 per hour

For attending Board meetings and other meetings in person, we will only charge travel time one-way at the applicable hourly rate plus mileage.

In our business owner's policy, we have liability coverage of \$2,000,000 per occurrence. In our lawyers' professional liability policy, we have liability limits of \$1,000,000 per claim and \$2,000,000 aggregate. We also carry workers' compensation coverage for our employees. Upon the District's request, we will ask the respective insurance carrier to provide the District with certificates/proofs of insurance.

Thank you again for the opportunity to submit this proposal. Please do not hesitate to contact me if you have any questions or need any additional information.

Very truly yours

A handwritten signature in blue ink that reads "Roger K. Masuda". The signature is written in a cursive, flowing style.

ROGER K. MASUDA

Prepared for

Marina Coast Water District

To provide General Labor and Employment Legal Advice and Representation

Marina Coast Water District

11 Reservation Road
Marina, CA 93933
ATTN: Jean Premutati
jpremutati@mcwd.org

April 28, 2015

Submitted by:

Littler Mendelson, P.C.
50 West San Fernando St.
15th Floor
San Jose, CA 95113

Contacts:

Bruce J. Sarchet
Shareholder
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bsarchet@littler.com

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APPENDICES

- APPENDIX A: ATTORNEY BIOGRAPHIES
- APPENDIX B: CERTIFICATE OF INSURANCE



Submittal Letter

Littler Mendelson
50 West San Fernando St.
15th Floor
San Jose, CA 95113

Bruce Sarchet
Direct: (916) 830-7272
bsarchet@littler.com

April 28, 2015

Marina Coast Water District
11 Reservation Road
Marina, CA 93933

To Whom It May Concern:

We appreciate the opportunity to submit our qualifications to the Marina Coast Water District ("District") to represent the District in general labor and employment legal advice and counsel. Littler Mendelson ("Littler") is committed to providing the services identified in the District's RFP, and as the world's largest law firm exclusively devoted to representing management in employment and labor law matters, we are well-positioned to assist the District in employee relations/labor negotiations.

We believe that the exclusive focus of our practice and our extensive experience representing California public sector employers and special districts in labor relations matters uniquely positions us to be of maximum value to the District in achieving its goals. The following proposal shall be valid for 60 days and the staff proposed is available immediately to work on this project.

We have included our Certificate of Insurance in Appendix B. If selected to represent the District, we will provide the District with a Certificate of Insurance naming the District as an additional insured per the RFP requirements.

We thank you for the opportunity to submit this proposal and look forward to establishing a relationship between the District and our firm. We anticipate working closely with you to develop a strategy, and are open to approaching issues and our relationship in whatever manner fits best with the District's business. We look forward to discussing with you further the mutual benefits of establishing a deeper professional relationship and providing the District with representation that best suits the District.

Sincerely,

Bruce Sarchet, Shareholder



Description of Firm

Overview and Approach

Founded over 70 years ago, Littler has a proven and distinguished track record in the area of labor and employment law. In our area of practice, Littler has more clients, more cases, more lawyers, more knowledge of laws and decisions and more experience in more jurisdictions than any other labor and employment law firm. We have 1,000 attorneys firm-wide, and more than 250 labor and employment attorneys based in California.

The San Jose office of Littler Mendelson, which will be dedicated to serving the District, has been providing labor and employment law services to local, regional, national, and international employers for decades.

We propose that the bulk of the work for the District be completed by Kimberly Gee, an associate attorney in our San Jose office, who has extensive experience representing California public sector employers in labor and employment law matters. The supervising shareholder would be Bruce Sarchet, who is resident in our Sacramento office. If there is a need for in-person consultation with Mr. Sarchet, we would consider him to be resident in San Jose and there would be no charge for travel time to the San Jose office/area.

Labor and Employment Services

At Littler, clients enjoy the full value and benefit of our experience in literally every area of labor and employment law. We assist employers with everything from compliance training and employee benefits to EEOC charges and high-stakes litigation, including advising on the most obscure or complex issues. Our labor and employment services are broadly outlined below.

Advice & Counseling. We provide clients with practical, timely advice on the wide range of employment-related issues that organizations confront daily, such as employee benefits, wage and hour issues, employee leave, employment taxes, unfair competition, training, and regulatory compliance. Whether working with executives, human resources personnel or in-house counsel, Littler makes it a priority to be available to our clients whenever they need us. With our diverse expertise, we can readily address any legal issue, minimizing costs for research or investigation. Our systems and processes encourage collaboration, so that no matter whom or when you call, you will have access to Littler's collective knowledge at a moment's notice.

Labor-Management Relations. For more than seven decades, Littler has been providing employers with the full array of services related to traditional labor issues. For unionized employers, we often serve as chief negotiators and/or strategists during collective bargaining. When necessary, we help counter strikes, picketing and boycotting activity, using remedies available through the NLRB and the courts. We represent clients in union grievances and arbitrations, as well as before federal and state labor relations agencies, in representation cases, unfair labor practice litigation, jurisdictional disputes, decertification cases and unit clarification proceedings. We also advise on union avoidance plans and provide support to counter organizing efforts, including those conducted via increasingly popular social media tools.

Labor & Employment Litigation. Our litigation philosophy emphasizes prevention and resolution short of litigation, unless it is necessary or in our client's best interest to take a specific case to court or hearing. When litigation is unavoidable, we always strive to resolve it and achieve our client's goals as efficiently as possible. We represent employers in all types of employment and labor



litigation and arbitration, in court and administrative proceedings such as before the California Public Employment Relations Board. We handle everything from routine charges in single-plaintiff cases to the most complex class actions, multidistrict litigation and appellate proceedings—including many cases of first impression and three recent U.S. Supreme Court victories. Many of our attorneys previously worked for federal and state agencies, such as the EEOC, DOJ, IRS and NLRB, giving us invaluable insight into their workings and strong connections to key personnel.

Training & Preventive Strategies. Littler is known for having one of the most extensive—and effective—employer training programs offered by any law practice. Training is part of our commitment to preventing problems before they become legal headaches. In the event of a lawsuit or administrative charges, preventive measures make cases easier and less costly to defend. Littler’s webinars, live meetings and other types of presentations focus on practical solutions and can be customized for each client. We cover a wide variety of topics, such as EEO, Diversity and Harassment Training; Ethics, Anti-Corruption and Codes of Conduct; Union and Labor Relations; Investigation and other SHRM-certified courses for HR; and Leadership and Management Skills. In addition to training, our preventive services and strategies include keeping clients informed about legal developments through publications, briefings and our annual conference, The Executive Employer®; compliance audits to identify and address potential legal exposure; union vulnerability assessments; and early case analysis to determine the most effective, efficient approach in litigation.

Practice Areas

Littler offers the full array of legal services related to the employer-employee relationship, and we are prepared to provide clients with counseling and representation on all topics that arise. We don’t just specialize in labor and employment law—we specialize *within* it. Our practice areas are:

[Affirmative Action/OFCCP Compliance](#)

[Alternative Dispute Resolution](#)

[Appellate Practice](#)

[Background Checks](#)

[Business Restructuring](#)

[Class Actions](#)

[Competition & Trade Secret Law](#)

[Complex Litigation & Jury Trials](#)

[Construction](#)

[Corporate Compliance & Ethics](#)

[Corporate Diversity & Inclusion](#)

[Digital Workplace](#)

[Discrimination & Harassment](#)

[eDiscovery](#)

[Employee Benefits](#)

[Employment Practices Audits](#)

[Employment Taxes](#)

[ERISA & Benefit Plan Litigation](#)

[Executive Compensation](#)

[Global Mobility & Immigration](#)

[Healthcare](#)

[Higher Education](#)

[Hiring, Performance Management & Termination](#)

[Hospitality](#)

[International Employment Law](#)

[Labor Management Relations](#)

[Leaves of Absence & Disability Accommodation](#)

[Legislative & Regulatory Practice](#)

[Policies, Procedures & Handbooks](#)

[Retail](#)

[Robotics, AI & Automation](#)

[Staffing & Contingent Workers](#)

[Training - Compliance, Ethics, Leadership](#)

[Transportation](#)

[Wage & Hour](#)

[Whistleblowing & Retaliation](#)

[Workers' Compensation](#)

[Workplace Privacy & Data Security](#)

[Workplace Safety & Health \(OSHA & MSHA\)](#)



Description of Experience

Public Sector Experience

As the nation's largest employment and labor law firm, Littler understands the complex workplace challenges faced by today's public and quasi-public employers. Every day, our attorneys help such clients across the nation manage the myriad legal issues that affect the workplace, as well as the unique hurdles and opportunities faced by public sector entities.

Littler has extensive public sector experience. We assist over 300 public education and other governmental employers, including various state agencies, dozens of cities and counties, K-12 school districts, universities and community college districts, housing authorities and special districts such as water districts, fire districts, public utility districts, and hospital districts.

Our attorneys assist public sector clients with some of today's most challenging workplace issues, and have knowledge of all applicable federal, state, county, and local laws, rules and regulations relative to employment law; have experience in employment law litigation; and routinely provide advice and counsel on employment related laws, policies, and matters. We work closely with in-house counsel on employee benefits matters such as the implementation of the Affordable Care Act and benefit plan designs (health care, pension, and other post-employment benefits).

We also represent many public and quasi-public clients in labor relations matters, which can pose unique issues in the public context. Because of budget deficits at the local, state and federal levels, relations with public sector unions have become demanding and often politically charged. Littler works with elected officials and administrative managers to determine the public entity's financial and service priorities and make strategic decisions during collective bargaining to achieve their goals. Whenever possible, we help public sector clients use negotiations at the bargaining table to reduce costs, maintain good employee relations and secure other favorable outcomes.

Our recent experience assisting public sector entities covers a wide variety of legal matters, such as:

- Day-to-day counseling on employment-related taxation, civil service, contract, benefits, FMLA, ADA, ADEA and FLSA issues
- Collective bargaining negotiations to achieve significant healthcare reform and modest wage increases
- Labor relations and contract compliance advice
- Defense of challenges by unions to layoffs, including police and fire personnel
- Defense of major arbitrations
- Defense of claims before state public employee relations boards
- Defense of race and sex discrimination lawsuits
- Defense of wage and hour claims
- Defense against public records requests, Section 1983 allegations and wrongful discharge matters
- Safety force and non-safety force negotiations

Advice and Counseling

One of Littler's key services is providing clients with prompt, timely advice on the wide range of issues that companies must deal with on a daily basis. Whether working with executives, human resources personnel or in-house counsel, Littler makes it a priority to be available to our clients whenever they need guidance or consultation. With our vast expertise, we can readily address any legal issue.

We advise clients on personnel matters, employment issues and employee benefits. We also help employers comply with federal and state labor and employment laws, providing updates on any relevant legal developments. Our work typically involves legal research, review of facts and documentation, preparation of correspondence and recommendations on the best course of action.

- Affirmative Action/OFCCP Compliance
- Alternative Dispute Resolution
- Background Checks
- Business Restructuring
- Corporate Diversity & Inclusion
- Corporate Compliance & Ethics
- Digital Workplace
- Discrimination & Harassment
- Employment Practices Audits
- Employment Taxes
- Hiring, Performance & Termination
- Immigration
- International Employment Law
- Leaves of Absence & Accommodation
- Policies, Procedures & Handbooks
- Staffing & Contingent Workers
- Whistleblowing and Retaliation
- Workers' Compensation
- Workplace Privacy and Data Security
- Workplace Safety and Health (OSHA)

Training - Compliance, Ethics, Leadership. Among the many resources Littler makes available to our clients is a vast network of employment training services. In addition to traditional legal seminars, we focus on the practical issues that resonate with management and employees – improving communications, leadership and EQ, avoiding conflicts and effectively dealing with diversity and differences that arise. Live and online, Littler has helped over a million executives, human resource professionals, supervisors and legal counsel from nearly every industrialized country. Littler has even provided training programs for state judges and judicial councils – the very people who enforce the law.

Policies, Procedures and Handbooks As part of our counseling, Littler can take a broader perspective by helping to ensure that our clients' policies and procedures are consistent with their inherent goals and corporate culture, as well as in compliance with all applicable laws and regulations.

We work with companies at every stage, assessing their corporate policies, helping them implement state-of-the-art procedures, and auditing them at a client's request to ensure that they comply with the latest legal requirements. At a time of new regulations and aggressive enforcement, these measures take on even greater importance to avoid increased risks and potential costly penalties.

Labor Management Relations

Representing employers in their dealings with labor unions is a cornerstone of Littler's practice. For over 70 years, our firm has been nationally recognized for the depth and experience of our attorneys in representing and assisting employers in all aspects of labor-management relations law.

Ours is one of the largest labor-management relations legal teams in the country. We are a tight-knit team with broad geographic coverage and vast collective knowledge, providing our clients with cost-effective services and extensive resources. Our Labor Management Relations Practice Group is comprised of more than 200 attorneys nationwide who have dealt with every major union in the United States.

Many of our traditional labor attorneys previously worked at the NLRB, gaining inside knowledge of key players and how the agency operates. We understand how the National Labor Relations Act (NLRA) is interpreted and administered, as well as the nuances of the ever-changing social and political climate. Our insight into the NLRB's inner workings, and our strong relationships with key members, have proven invaluable in our work on behalf of clients.

Our attorneys also have extensive experience with public employment labor relations – regularly representing employers before state agencies such as California's Public Employment Relations Board.

Not just "traditional" labor lawyers, we take a strategic approach to every engagement. We help employers develop strategies for dealing with union avoidance, prepare for strikes, strategize and handle collective bargaining and labor arbitrations. To the extent necessary, we also use litigation proactively and tactically to preempt union disruption and unlawful organizing tactics. We have represented employers in thousands of NLRB and PERB hearings, and we regularly defend and pursue our clients' labor interests in the federal courts.

Littler's comprehensive representation of employers in their dealings with labor unions encompasses all areas outlined in the District's RFP and includes the following services:

- Serving as chief negotiators and strategists during collective bargaining.
- Analyzing and interpreting collective bargaining agreements.
- Representing employers in contractual grievance and arbitration proceedings, as well as in strikes and labor disputes.
- Representing employers before the NLRB, Federal Labor Relations Authority (FLRA) and state labor relations agencies in representation cases, unfair labor practice litigation, jurisdictional disputes, decertification cases and unit clarification proceedings.
- Advising unionized employers in discipline and discharge cases.
- Dealing with union representatives to resolve disputes.
- Counseling employers during union organizing drives and campaigns.
- Advising employers on lawfully maintaining union-free relationships with unrepresented employees.

Approach to Negotiations

Our response to negotiations, mediation, and fact finding is highly dependent on our client's goals and needs. However, in the public sector, Mr. Sarchet has found that a highly professional and non-confrontational approach to bargaining works best. Collective bargaining is about building



relationships. Reaching a final agreement is the goal; attaining that goal is possible only if an atmosphere of trust, professionalism and respect occurs at the bargaining table. While most bargaining does not follow the strict “interest-based bargaining” model, many aspects of that model are valuable and highly useful. Mr. Sarchet typically focuses on the interests of the parties, explores options and alternatives, and works first to create a framework for agreement and then to build momentum towards the final deal.

Collective Bargaining

Mr. Sarchet, along with Littler’s labor attorneys, have served many employers as chief negotiators and strategists during collective bargaining, and we have extensive experience analyzing and interpreting collective bargaining agreements.

Grievance & Arbitration

Collective bargaining agreements often contain grievance and arbitration provisions for swift, relatively inexpensive dispute resolution. Littler attorneys work with clients to analyze the impact of grievance, select arbitrators, develop arbitration strategies, and prepare, present and argue the company’s case. Littler has experience with arbitrators across the country—a significant benefit in the arbitrator research and selection process.

Labor Actions

In the event of unsuccessful collective bargaining, a union may initiate any of several labor actions to try to gain leverage. Should the union decide to strike, Littler can guide companies through the strike preparation process by developing a plan that will help keep operations running and ensure business continuity. We are well versed in using available remedies through the NLRB and courts to prevent and address illegal strike activities, including mass and secondary picketing. Littler’s extensive experience in strike management can help our clients minimize the impact of union strike activity.

PERB Proceedings

Our experience representing employers before California’s Public Employment Relations Board encompasses unfair labor practice charges, representation proceedings and compliance proceedings. Successful resolution requires a deep understanding of the motivations and actions of administrative law judges and the PERB.

In addition, Littler has handled thousands of matters before the National Labor Relations Board and other state labor relations agencies, and our attorneys have strong working relationships with the Board and regional personnel. Many Littler attorneys even began their legal careers as NLRB counsel. We understand the agency from the inside out and can deftly navigate unfair labor practice claims, as well as petitions pertaining to union elections and modifications or decertifications of bargaining units. To help clients avoid charges of unfair labor practices, we also provide preventive counseling and training services.

If dismissal or resolution of charges cannot be obtained at the administrative level, Littler is prepared to provide trial and appellate representation in litigation before the PERB and California state courts.



Training Programs

Littler is a leading provider of employment and labor law training. In particular, Mr. Sarchet has earned a reputation as a highly animated and effective trainer; regularly providing in-services to his clients on all aspects of labor and employment law.

We offer one of the most comprehensive labor training programs of any law practice, providing employers with seminars, workshops and regular updates on the latest legislation, regulations and case law.

Training can be delivered in a variety of formats, and we work with clients to ensure that each training experience matches the organization's objectives, core values, culture and working environment. Some of our most popular offerings include:

- Introduction to Union-Management Relations Under the National Labor Relations Act
- Positive Employee Relations – Managing the Union-Free Workplace
- The Art of Collective Bargaining
- Shop Stewards, Duty to Bargain and Getting the Job Done – Managing the Unionized Workforce
- Can't We All Just Get Along? – Conflict Resolution Strategies to Keep Organizations out of Court and Employees on Task
- Workplace Harassment (including California's mandatory training)
- Preventing Discrimination
- Wage and Hour Compliance
- Conducting Lawful Investigations

Team

Bruce Sarchet, a senior shareholder with Littler, will provide oversight for all work done on behalf of the District and will work closely with San Jose-based associate, **Kimberly Gee**.

Mr. Sarchet has extensive experience in collective bargaining on behalf of public sector employers. He has served as the chief spokesperson in labor negotiations for numerous school districts over the years. In addition, Mr. Sarchet regularly provides “behind-the-scene” advice to California public employers during negotiations at which other individuals are serving as the district’s chief spokesperson. This typically involves availability for telephone consultation while negotiations are in progress.

He has provided advice and consultation to the Turlock Irrigation District for many years.

Mr. Sarchet was in the original group of management and labor practitioners trained in Interest-Based Bargaining through the joint CTA-Management Interest-Based Bargaining Program. He also has extensive experience providing advice and representation to public employers in California in court, before the Public Employment Relations Board, in arbitrations, and in administrative hearings and in Governing Board hearings.

Mr. Sarchet is a former high school social studies teacher and basketball coach, and transferred that public service experience into a subspecialty of representing public sector employers. Additionally, from 2005 to 2013, he served on Littler’s Management Committee, which handles the firm’s operations. In this capacity, he oversaw thirteen Littler offices in seven states. Prior to his selection to the Management Committee, he served as the office-managing shareholder for the firm’s Sacramento office.

On a day-to-day basis, Mr. Sarchet provides advice and consultation to public sector employers on a variety of issues relating to employment discipline, benefits, and rights. He has devoted a substantial portion of his professional practice over the past 30 years to representing public agencies.

Kimberly Gee represents public sector employers in a broad range of labor and employment law matters, including traditional labor law issues, discrimination/harassment, and Public Employment Relations Board matters.

Kimberly’s experience includes litigation in both state and federal trial and appellate courts on behalf of both public and private sector clients. She also has represented clients in unfair labor practice and grievance-arbitration proceedings, and has provided advice and counsel regarding collective bargaining issues and disputes.

Biographies that include education background and additional experience are attached as **Appendix A**.

References

The following individuals may be contacted to discuss Mr. Sarchet's experience in the field of public sector labor-management relations:

Turlock Irrigation District

Martin Purdy
Human Resources Department Administrator
209-883-8252

Empire Union School District

David Garcia
Superintendent
209-521-2800 ext. 2220

Fairfield-Suisun Unified School District

Sharon Tucker
Superintendent (Retired)
707-645-3977

Los Rios Community College District

JP Sherry
District General Counsel
916-568-300

The following individuals may be contacted to discuss Ms. Gee's experience in the field of public sector labor-management relations:

Santa Clara County Office of Education

Leland Takemoto
Director – Human Resources
1290 Ridder Park Drive MC264-A
San Jose, CA 95131-2304
408-453-6841

Oak Grove School District

Andrew A. Garcia
Assistant Superintendent
6578 Santa Teresa Blvd., San Jose CA 95119
408-227-8300 x.100290



Fee Schedule

Littler is cognizant of the challenges all employers face in today's economy. Our goal is to provide the District with the most competitive pricing without compromising quality. Littler's size and singular focus on labor and employment law, combined with the internal resources and pre-existing knowledge base, generally allows us to charge less than the standard rates charged by labor and employment departments of general practice firms, providing a substantial cost savings to the District.

The hourly billing rates for the proposed core team of attorneys to serve the District are as follows:

ATTORNEY	POSITION	DISTRICT RATE
Bruce Sarchet	Shareholder	\$475
Kimberly Gee	Associate	\$305

We propose to bill the District for our time in one-quarter hour increments. Our rates would be increased by 3% each year for the duration of the contract.

Expenses

Littler will not bill for clerical personnel; administrative activities such as word processing; overtime; local telephone calls; airfare other than coach rates; or for more than one attorney to attend a hearing, motion, deposition or similar matter that can effectively be handled by one attorney.

Littler bills for actual billable time; filing, court reporter and expert witness fees; outside photocopying and messenger services; and reasonable travel expenses, including mileage at the rate authorized by the IRS. Invoices for out-of-pocket expenses (such as deposition transcripts, expert witness fees, pre-authorized computer legal research, purchased copies and travel expenses) will be billed at the cost incurred by Littler. Those expenses which exceed \$2,000.00 are usually billed directly to our clients.



Appendix A: Attorney Biographies

BRUCE J. SARCHET

SHAREHOLDER

KIMBERLY L. GEE

ASSOCIATE

Sacramento

500 Capitol Mall
Suite 2000
Sacramento, CA 95814

Orange County

2050 Main Street
Suite 900
Irvine, CA 92614

Direct: (916) 830-7272
bsarchet@littler.com



Practice Areas

Labor Management Relations
Leaves of Absence and Disability Accommodation
Policies, Procedures and Handbooks
Healthcare
Training - Compliance, Ethics, Leadership

Overview

Bruce J. Sarchet has focused his entire legal career on the representation of management in labor and employment law matters and has particular expertise in issues involving:

- Unionized employers
- Public sector employment law
- Violence in the workplace
- Employment discrimination
- Employee leaves of absence

He regularly appears in state and federal courts and before the National Labor Relations Board (NLRB) on matters involving:

- The National Labor Relations Act (NLRA)
- Title VII of the Civil Rights Act
- The Americans with Disabilities Act (ADA)
- The Family and Medical Leave Act (FMLA)
- California's Educational Employment Relations Act
- California's Meyers Miliias Brown Act



With energy, enthusiasm, and intense focus, Bruce provides clients with superior quality work and exceptional client service and has earned a reputation as a hands-on problem solver. He consults with both private and public employers, including healthcare companies and California public school districts and other public agencies, and crafts practical, real world solutions to problems like dealing with difficult employees and recognizing and balancing business realities and necessities with the need to minimize exposure to litigation. He also offers compliance counseling.

For unionized employers, Bruce frequently serves as chief spokesperson in collective bargaining negotiations and provides representation in grievances and arbitration. He also represents employers during union organizing drives and unfair labor practice charges under the National Labor Relations Act.

An animated, effective and entertaining public speaker, Bruce regularly makes presentations to local professional organizations on labor and employment law topics and has also presented numerous in-house training sessions and workshops to management teams at private and public employers.

From 2005 to 2013, Bruce served on the firm's five-attorney Management Committee, which handles the firm's operations. In this capacity, he oversaw thirteen Littler offices in seven states. Prior to his selection to the Management Committee, he served as the office-managing shareholder for the firm's Sacramento office.

Bruce is an active member of the following practice groups:

- Traditional Labor Law
- Public Sector
- Labor and Employment Law
- Healthcare Employers
- Equal Employment Opportunity
- Corporate Compliance

Prior to attending law school, Bruce was a high school social studies teacher and basketball coach for three years.

Education

J.D., University of California, Hastings College of the Law, 1985

B.A., University of California, Riverside, 1979

Bar Admissions

California

Publications and Press

- The 2012 Global Employer: Highlights of Littler's Fifth Annual Global Employer Institute, *Littler Report*, February 21, 2013
- Grocery union to target Nugget after contracts are signed, *Sacramento Business Journal*, June 29, 2012
- The 2011 Global Employer: Highlights of Littler's Fourth Annual Global Employer Institute, *Littler Report*, February 15, 2012
- California Appellate Court Rejects Automatic Attorneys' Fees to an Employee who Successfully Defends Against Lawsuit by Employer, *Littler ASAP*, October 24, 2011



Events & Speaking Engagements

- Avoiding the Cat's Paw – Conducting Effective Investigations, *Annual Conference - Northern California Human Resources Association, Oakland, CA, April 23, 2013*
- Avoiding the Cat's Paw – Conducting Effective Investigations, *San Joaquin Human Resources Association, Stockton, CA, March 13, 2013*
- The Life-Cycle of Employee Handbook, *California Employer Advisory Council, Stockton, CA, February 15, 2013*
- 5th Annual International Employment Law Update, *Littler Mendelson, Washington D.C., November 8, 2012*
- Health Care Reform, *DeWitt Stearns, Sacramento, CA, October 24, 2012*
- Employment Law Update, *Littler Mendelson, Scottsdale, AZ, May 10, 2012*
- Health Care Reform, *California Hospital Association, Glendale, CA, November 8, 2011*
- Health Care Reform, *California Hospital Association, Sacramento, CA, November 1, 2011*
- Health Care Reform, *Sacramento Metro Chamber of Commerce, Sacramento, CA, October 15, 2011*
- Health Care Reform, *Roseville Chamber of Commerce, Roseville, CA, June 17, 2011*
- Northern California Employment Law Update, *Littler Mendelson, Sacramento, CA, January 20, 2011*
- Northern California Employment Law Breakfast Briefings, *Littler Mendelson, Sacramento, CA, September 29, 2010*
- 2010 Employment Law Update, *Littler Mendelson, Sacramento, CA, March 5, 2010*
- Landmines, Trends and Tools, *Littler Mendelson, Sacramento, CA, October 23, 2009*
- Bruce Sarchet and Matthew Ruggles Speak at the San Joaquin Human Resources Association's Labor Law Conference and Silent Auction, *Labor Law Conference - San Joaquin Human Resources Association, January 11, 2006*

Books & Book Chapters

- Workplace Violence, *The National Employer*

San Jose

50 West San Fernando Street
15th Floor
San Jose, CA 95113

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kgee@littler.com

**Overview**

Kimberly L. Gee has experience in defending employers in a variety of labor and employment matters involving discrimination, harassment, retaliation, and wrongful termination. She has represented employers in judicial proceedings, administrative investigations and conferences, and mediation.

Kimberly counsels employers on day-to-day issues arising under state and federal labor and employment laws, including:

- Employee discipline and termination
- Leave rights
- Disability accommodations
- Background checks
- Wage and hour laws
- Labor relations
- Workplace violence
- The use of technology and social media in the workplace

Prior to joining Littler, Kimberly primarily represented public entities, such as school districts and county offices of education, in labor and employment matters at a firm in Monterey. She also worked as a research attorney for the San Francisco Superior Court, completed judicial externships in state and federal court, and served as a lead articles editor of the *San Diego Law Review*.

Professional and Community Affiliations

- Member, Labor and Employment Law Section - State Bar of California
- Member, Labor and Employment Law Section - Santa Clara County Bar Association

Recognition

- Recipient, Wiley W. Manual Award for Pro Bono Legal Services - State Bar of California, April 2007



Education

J.D., University of San Diego School of Law, 2009

B.A., University of California, Berkeley, 2003

Bar Admissions

California

Publications and Press

- California Court Rules Teacher Tenure Statutes Unconstitutional, *Littler ASAP*, June 20, 2014
- Establishing a Constitutional Standard that Protects Public School Teacher Classroom Expression, 38 *J.L. & EDUC.* 409, *Journal of Law and Education*, 2009

