

GLENN GROUNDWATER AUTHORITY
720 N. Colusa Street, Willows, CA 95988
Telephone: 530-934-6501

BOARD OF DIRECTORS AGENDA BACKUP MATERIALS

MEETING DATE: December 11, 2017

AGENDA ITEM 1: CALL TO ORDER

The Chairperson will call the meeting to order, conduct roll call, and invite participants to voluntarily introduce themselves.

AGENDA ITEM 2: APPROVAL OF AGENDA AND MINUTES

- a. *Approval of meeting minutes from October 9, 2017.
- b. *Review and approve agenda.

Any additions to the agenda must meet the requirements of Government Code Section 54954.2 (b).

Government Code Section 54954.2. (b) Notwithstanding subdivision (a), the legislative body may take action on items of business not appearing on the posted agenda under any of the conditions stated below. Prior to discussing any item pursuant to this subdivision, the legislative body shall publicly identify the item.

(1) Upon a determination by a majority vote of the legislative body that an emergency situation exists, as defined in Section 54956.5.

(2) Upon a determination by a two-thirds vote of the members of the legislative body present at the meeting, or, if less than two-thirds of the members are present, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of the local agency subsequent to the agenda being posted as specified in subdivision (a).

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MINUTES

GLENN GROUNDWATER AUTHORITY BOARD OF DIRECTORS
 October 09, 2017
 8:30 A.M.
 720 NORTH COLUSA STREET, WILLOWS, CA 95988

Director Members Present:		Agency Representing:	
X	John Viegas		County of Glenn
	Pete Carr		City of Orland
	Gary Hansen		City of Willows
	George Nerli		Glide Water District
X	John Amaro		Glenn-Colusa Irrigation District
X	Charles Schonauer		Orland-Artois Water District
X	Randy Hansen		Kanawha Water District
X	Gary Enos		Princeton-Codora-Glenn Irrigation District/ Provident Irrigation District
Alternate Members Present:			
	Vince Minto		County of Glenn
X	Bruce Roundy (9:50)		City of Orland
	Evan Markey		City of Willows
X	Leslie Nerli		Glide Water District
	Thaddeus Bettner		Glenn-Colusa Irrigation District
X	Emil Cavagnolo		Orland-Artois Water District
	Wade Danley		Kanawha Water District
	Lance Boyd		Princeton-Codora-Glenn Irrigation District/ Provident Irrigation District
2 nd Alternate Members Present:			
X	Ed Vonasek		City of Orland
	Andrea Jones		Orland-Artois Water District
X	Michael Alves		Kanawha Water District

Others in attendance:

Erin Smith, DWR; Lisa Hunter, Glenn County; Sharla Stockton, Glenn County; Dave Ceppos, CCP; Bill Vanderwaal, RD 108

1. CALL TO ORDER

- a. Pledge of Allegiance
- b. Roll Call
- c. Introductions

John Amaro called the meeting to order at 8:34 A.M. The pledge of allegiance was recited, roll call was taken as indicated above, and those in attendance were invited to introduce themselves.

2. APPROVAL OF AGENDA AND MINUTES

a. Approval of meeting minutes from September 13, 2017

A motion was made to approve the minutes as presented.

Motion: John Viegas, Second: Randy Hansen, Vote: Unanimous

b. Review and approve agenda

A motion was made to approve the agenda.

Motion: Gary Enos, Second: Charles Schonauer, Vote: Unanimous

3. PERIOD OF PUBLIC COMMENT

None

4. PRESENTATION- SUSTAINABLE GROUNDWATER MANAGEMENT ACT

Dave Ceppos is a facilitator with the Center for Collaborative Policy (CCP) with Sacramento State University. Mr. Ceppos stated CCP will be providing facilitation support services for several subbasins throughout the state, including the Colusa Subbasin. The support is funded through contracts with the State Water Resources Control Board and the Department of Water Resources. He reviewed the Glenn SGMA Workgroup process he facilitated which took place prior to the formation of the Glenn Groundwater Authority (GGA) and outlined the presentation. He also mentioned that this facilitation will be forward looking with the past being left behind.

Mr. Ceppos summarized legislative goals, key milestones, and definitions of SGMA. Related to key milestones, he discussed the current Project Solicitation Package which is out in final form with a submission date of November 13, 2017. Basin Boundary Modification request period is tentatively projected for January 1, 2018. He added this will likely directly affect the West Butte Subbasin. There will be ongoing coordination between the three counties and other GSAs which have a shared responsibility for determining those boundaries, which will in turn affect neighboring subbasins, such as the Colusa Subbasin. Erin Smith suggested that members review the boundary legal description. The Basin Boundary Modification request period can be used to clarify boundaries. Mr. Ceppos also reviewed the Groundwater Sustainability Plan (GSP) Regulations including sustainable management criteria, monitoring, project and management actions, management areas, sustainability indicators, and engagement of stakeholders. There was closing discussion on potential funding mechanisms, Proposition 218, stakeholder involvement, and outreach.

5. STAFF UPDATES

Lisa Hunter updated the group regarding ethics training compliance. A link to the training was included in the handout for Directors/Alternates still requiring the training. She reminded Directors/Alternates to complete and submit the required FPPC Form 700. She added the first invoice went out to the GGA member agencies which includes the first and second quarter payments. The California Secretary of State documents have been filed with the county and the task

is complete. Most members have completed their Oath of Office that was administered September 28. Any remaining Directors/Alternates will be contacted by Ms. Hunter.

6. COMMITTEE UPDATES

a. Executive Committee

i. CGA/GGA Joint Executive Committee

Ms. Hunter reviewed the information provided in the agenda packet. The CGA/GGA Joint Executive Committee met September 22, 2017. This was a general coordination meeting which included discussion on general activities, facilitation support services for the Colusa Subbasin, and several recommendations which will be discussed in later agenda items. Proposition 218 was also discussed and it was determined that both agencies would like to have legal counsel in place before moving forward.

b. Budget Ad Hoc Committee

The Budget Ad Hoc Committee has not met and will be discussed later in the agenda.

c. Legal Counsel Ad Hoc Committee

Ms. Hunter stated the RFP was finalized, mailed, and emailed to 13 individuals. The submittal deadline is October 23. Some firms have indicated interest in responding to the RFP. The Legal Counsel Ad Hoc Committee anticipates having a recommendation for the GGA Board's consideration at the November 13 meeting. Colusa County is also going through the same process.

d. GGA/CGA Technical Ad Hoc Committee

Ms. Hunter stated this committee is working with the CGA Technical Committee to discuss the Proposition 1 grant application and the Water Budget RFP. These items will be discussed under later agenda items.

7. CONSIDER DISSOLVING THE BUDGET AD HOC COMMITTEE

There was some discussion regarding the Budget Ad Hoc Committee having served its purpose. The budget has been approved by the GGA. Additional comments suggested that the committee could be reinstated in the future if needed. There was a motion to dissolve the Budget Ad Hoc Committee.

Motion: Leslie Nerli, Second: Gary Enos, Vote: Unanimous

8. PROPOSITION 1 GRANT APPLICATION FOR COLUSA SUBBASIN GSP DEVELOPMENT

a. Recommendation to amend the cost share for the preparation of the Proposition 1 Grant application from not to exceed \$5,000 to not to exceed \$8,000 without prior approval.

Ms. Hunter stated this item was added to the September 13 agenda as an emergency item. The \$5,000 was an initial estimate and once the scope of work was put together it was determined that \$8,000 would be a more accurate estimate. Item 8.a. was moved to be approved as submitted.

Motion: John Viegas, Second: Leslie Nerli, Vote: Unanimous

- b. Recommendation from the CGA/GGA Joint Executive Committees to designate the Colusa Groundwater Authority as the applicant for the Proposition 1 Grant Application for Colusa Subbasin GSP Development.

Ms. Hunter stated in order to submit the grant application, a single applicant must be designated. CGA has agreed to be the applicant. Applicant responsibilities have been coordinated and spread out regionally to maximize funding for all shared subbasins. There was some concern regarding DWR requesting a 3 year financial history which has been a requirement in the past. Some clarification was received that DWR will not be requesting that due to the nature of GSAs being new and not having financial history. There was a motion to approve the CGA to be designated as the grant applicant for the Colusa Subbasin. Motion: Charles Schonauer, Second: Randy Hansen, Vote: Unanimous

- c. Recommendation from the CGA/GGA Joint Executive Committees to authorize the County of Colusa to administer the Proposition 1 Grant for Colusa Subbasin GSP Development if awarded.

Ms. Hunter added this is similar to the item above in that a grant administrator must be designated in the application. Colusa County has volunteered to take on this responsibility. A motion was made to approve the item as submitted. Motion: Leslie Nerli, Second: Charles Schonauer, Vote: Unanimous

- d. If Item 11.b and Item 11.c are approved, authorize Board Chairman to develop and sign a letter supporting designated applicant and administrator.

Ms. Hunter stated in item 8.d., the Item 11.b and 11.c. should be corrected to 8.b. and 8.c. respectively. A support letter from partner agencies make the grant application strong and demonstrates agreement and coordination on work within the basin. There was a motion to authorize the chairman to develop and sign a letter of support and to note the changes to the agenda item changing 11.b and 11.c to 8.b and 8.c. Motion: John Viegas, Second: Randy Hansen, Vote: Unanimous

- e. Authorize the GGA Technical Ad Hoc Committee to provide all necessary information for submittal of the grant application and execution of a grant agreement and grant authority to the GGA Technical Ad Hoc Committee to review, comment, and approve the draft proposal.

Leslie Nerli thanked the ad hoc committee members for their work. The committee members are John Viegas, Emil Cavagnolo, and Michael Alves. A motion was made to authorize the GGA Technical Ad Hoc committee to provide all necessary information for the grant application and authorize the GGA Technical Ad Hoc Committee to review, comment, and approve the draft proposal. Motion: Gary Enos, Second: Charles Schonauer, Vote: Unanimous

9. DISCUSS AND CONSIDER JOINT WATER BUDGET REQUEST FOR PROPOSALS

- a. Recommendation from the CGA/GGA Joint Executive Committees to review and provide comments on draft RFP.

Ms. Hunter reviewed the information in the agenda packet. The CGA/GGA Joint Technical Committee is working on this item. The CGA has approved developing and issuing the RFP. It would be helpful to conduct this work jointly basin-wide. A basin-wide approach provides cost efficiencies as well as coordinated technical data. The Joint Executive Committee has also discussed this item and has agreed to move forward with this approach. This item is incorporated into the 2017/2018 budget or could be included in the grant funding if the group chooses that option.

John Viegas added his thanks to Mr. Vanderwaal and the committee for their work on the RFP. He read the document and felt it was sufficient and had no further comment.

No additional comments were heard.

- b. Authorize the GGA Technical Ad Hoc Committee to coordinate with the CGA Technical Ad Hoc Committee to issue the RFP after further review and comment.

There was a motion to authorize the GGA Technical Ad Hoc Committee to coordinate with the CGA Technical Ad Hoc Committee on issuing the RFP after review and comment.

Motion: Leslie Nerli, Second: John Viegas, Vote: Unanimous

- c. Authorize the GGA Technical Ad Hoc Committee, or a portion thereof, to participate as part of the Selection Subcommittee to review proposals and bring a recommendation to the GGA Board.

There was a motion to approve Item 9.c. as submitted.

Prior to the vote, Bill Vanderwaal encouraged any members that may be interested in reviewing the RFP to speak up. John Amaro asked the group if there was any interest from other members to review the RFP. Mr. Vanderwaal added he would provide guidelines for reviewing the RFP and it would be beneficial if some directors could be a part of the review process.

Leslie Nerli showed interest in participating. There are currently three committee members in the Technical Ad Hoc Committee. Only one additional member can be added. Ed Vonasek also showed interest.

The motion was amended to authorize Item 9.c. with the addition of Ed Vonasek.

Motion: John Viegas, Second: Gary Enos, Vote: Unanimous

The Water Budget/HCM Selection Subcommittee will consist of Mike Alves, Emil Cavagnolo, Ed Vonasek, and John Viegas. It was further clarified those members mentioned are the Selection Committee members, not the agency in which they represent.

- d. Provide further direction to GGA Technical Ad Hoc Committee and Program Manager as necessary.

Ms. Hunter asked if there was any additional direction the GGA would like to give to the Technical Ad Hoc Committee before they come back with a final recommendation. There were no additional comments or recommendations from the GGA members.

10. DISCUSS AND CONSIDER FORMING A SUBCOMMITTEE TO COORDIANTE WITH THE NATURE CONSERVANCY ON A PROPOSITION 1 GRANT PROPOSAL FOR MULTI-BENEFIT GROUNDWATER RECHARGE AND WILDLIFE HABITAT CREATION

Ms. Hunter reviewed the information provided in the agenda packet. This item was brought forward by a representative from GCID who was contacted the The Nature Conservancy (TNC). CGA has formed a subcommittee to review this potential opportunity. She recommended having a subcommittee from the GGA coordinate with the CGA subcommittee and to learn more about this project prior to deciding whether to provide support for the project. The Joint Executive Committee has also discussed this opportunity.

Mr. Amaro asked the group if they wanted to form a subcommittee. He offered the idea of having the Executive Committee take on this task rather than form a new subcommittee. It was further clarified that after more information is brought back, a subcommittee could be formed or passed to another committee such as the Technical Ad Hoc Committee.

Dave Ceppos added there is a big push to operationalize this multi-benefit, recharge theme by legislation with state funding.

By consensus it was decided that the Executive Subcommittee would take this task on rather than forming another subcommittee.

11. MEMBER REPORTS AND COMMENTS

Bruce Roundy commented he has a standing meeting conflict with the GGA meetings. LAFCO meets the second Mondays at 9:00 AM which he must attend. It was requested to agendize discussion and potential changes to the meeting schedule for the next GGA meeting.

12. NEXT MEETING

The next meeting is scheduled for November 13, 2017 at 9:00 AM.

13. ADJOURN

The meeting was adjourned 10:35 A.M.

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AGENDA ITEM 3: PERIOD OF PUBLIC COMMENT

Members of the public are encouraged to address the GGA Board of Directors on items relevant to the GGA that are not on the agenda. Public comments are limited to no more than 5 minutes. No action may be taken on public comments.

AGENDA ITEM 4: PRESENTATION- PROPOSITION 1 STRESSED BASINS GRANT UPDATE

- a. Davids Engineering and West Yost staff will provide an update on the current grant administered by Glenn County.

In 2016, Glenn County entered into a contract with the California Department of Water Resources for funding under the Sustainable Groundwater Planning Grant Program pursuant to the Water Quality, Supply, and Infrastructure Improvement Act of 2014 (Proposition 1). The Scope of Work for the project includes creating a hydrogeologic conceptual model (HCM) and a data management system (DMS) for the Glenn County portions of all three subbasins within the County, including the Colusa Subbasin. Davids Engineering, Inc. has been hired to complete the technical components of these tasks. They have subcontracted with West Yost Associates to focus on the HCM. This work will provide a foundation for future Groundwater Sustainability Plan development. All work associated with the grant will compete by March 2018. Staff from Davids Engineering and West Yost will present an update on the project.

AGENDA ITEM 5: PRESENTATION- RECONNAISSANCE LEVEL GROUNDWATER SUSTAINABILITY RISK ASSESSMENT

- a. Davids Engineering staff will provide a presentation regarding the county-wide reconnaissance level groundwater sustainability risk assessment which was funded through a partnership of several agencies within Glenn County.

Beginning in early 2016, GSA eligible agencies began meeting for facilitated discussions (SGMA Workgroup Meetings) to help determine GSA status and overlap resolution throughout Glenn County. An item that was discussed and ultimately approved in concept at these meetings was to hire a consultant to help the agencies understand groundwater conditions within the County as they relate to the undesirable results outlined in SGMA. In the latter part of 2016, an email letter was sent to GSA eligible agencies that had provided a GSA notice to DWR to request that these agencies consider participate in funding the technical work to complete this assessment. By early 2017, nine agencies had approved participation in funding the technical support services. In March 2017, Glenn County entered into a Contract with Davids Engineering, Inc. to provide technical support services for Sustainable Groundwater Management Act planning and concurrently entered into an MOU with the participating

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agencies that had agreed to help fund these efforts. The technical support included a SGMA Risk Assessment and SGMA Work Plan. Funding partners include:

- City of Orland
- Glenn-Colusa Irrigation District
- Glide Water District
- County of Glenn
- Kanawha Water District
- Orland-Artois Water District
- Provident Irrigation District
- Princeton-Codora-Glenn Irrigation District
- Western Canal Water District

Davids Engineering, Inc. staff will provide the results of the SGMA Risk Assessment.

AGENDA ITEM 6: DISCUSSION, RECOMMENDATION, AND SELECTION OF GENERAL COUNSEL LEGAL SERVICES

- a. Receive report and recommendation from Legal Counsel Selection Committee.

The Legal Counsel Selection Committee provided a report on the Request for Proposals process and recommendation of a firm to provide General Counsel Legal Services for the GGA.

Legal Counsel Ad Hoc/Selection Committee Report

Members:

Gary Enos
Leslie Nerli
John Viegas

Staff:

Lisa Hunter

Meetings:

September 6, 2017
September 25, 2017
October 27, 2017
November 3, 2017 (Interviews)
November 21, 2017

Recommendations:

1. Recommendation to approve the selection of O'Laughlin & Pais LLP for the purpose of providing General Counsel Legal Services for the Glenn Groundwater Authority.
2. Recommendation to authorize the Board Chairman to execute attached Legal Services Agreement with O'Laughlin & Paris LLP to retain said services.

Background and Considerations:

The Legal Counsel Ad Hoc Committee was formed at the August 14, 2017 GGA meeting with the purpose of developing a Request for Proposals (RFP) seeking legal counsel for the GGA. The committee met September 6, 2017 to discuss the process for developing the RFP, the timeline for the RFP, and other related items which were then discussed at the September 13, 2017 GGA Board meeting. The Board decided that the Legal Counsel Ad Hoc Committee would serve as the Selection Committee, the RFP would be conducted by invitation only, and the tentative schedule presented by the committee was approved. In addition, the Board granted the committee the authority and responsibility to prepare and release the RFP and to bring a recommendation to the GGA Board.

The committee met again September 25, 2017 to finalize the RFP and review the list of attorneys and firms that would be invited to respond. The final RFP is attached. The RFP was mailed September 29, 2017 to 13 individuals and emailed to the same individuals October 2, 2017. The RFP submittal period closed October 23, 2017.

The following firms provided responses by the October 23, 2017 deadline.

- Brownstein Hyatt Farber Schreck
- Ellison Schneider Harris Donlan
- O'Laughlin & Paris LLP
- Stoel Rives, LLP
- Young Wooldridge, LLP

The Selection Committee reviewed the proposals and met October 27, 2017 to discuss the proposals. It was determined at that meeting to invite three firms to participate in an interview with the Selection Committee. Interviews were scheduled and held November 3, 2017 with the selected firms. At that time, the committee decided to recommend that the Board select O'Laughlin & Paris LLP to provide General Counsel Legal Services for the GGA.

The Selection Committee met November 21, 2017 to solidify recommendations that would be made to the GGA Board at the December 11, 2017 GGA Board meeting.

Attachments:

- A. Final RFP for General Counsel Legal Services for the Glenn Groundwater Authority
- B. Legal Services Agreement provided by O'Laughlin & Paris LLP

REQUEST FOR PROPOSAL

General Counsel Legal Services

September 2017
Glenn Groundwater Authority

RFP Issued: September 29, 2017
RFP Submission Deadline: 12:00 pm, October 23, 2017

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REQUEST FOR PROPOSAL
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EXHIBIT "A" ACKNOWLEDGMENT FORM

EXHIBIT "B" CONFLICT OF INTEREST FORM

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1.0 BACKGROUND

On September 14, 2014, the Governor of California signed into law three bills collectively referred to as the Sustainable Groundwater Management Act (SGMA). All groundwater basins and subbasins within California designated as high or medium priority by the California Department of Water Resources must be sustainably managed and compliant with SGMA. The Colusa Subbasin (subbasin number 5-21.52) of the Sacramento Valley Groundwater Basin (basin number 5-21) has been designated as a medium priority subbasin.

In accordance with SGMA, nine agencies have formed a Joint Powers Authority designated as the Glenn Groundwater Authority (GGA) to serve as the Groundwater Sustainability Agency (GSA) for the Glenn County portion of the Colusa Subbasin. Member agencies include: City of Orland, City of Willows, County of Glenn, Glenn-Colusa Irrigation District, Glide Water District, Kanawha Water District, Orland-Artois Water District, Princeton-Codora-Glenn Irrigation District, and Provident Irrigation District.

The Colusa Groundwater Authority (CGA) was formed in much the same manner as the GGA and has been designated the GSA for the Colusa portion of the Colusa Subbasin. It is the intention of the GGA and CGA to work together to implement the requirements of SGMA and to manage the subbasin collectively with a single Groundwater Sustainability Plan (GSP).

The GGA invites interested law firms ("Firm," "Counsel," or "Proposer") to submit proposals for selection as the GGA General Counsel. The attorneys which the Firm identifies in their proposal to represent the GGA must indicate the number of years of experience representing public agencies in water issues, and possess demonstrated expertise in general counsel services, water rights, water law, environmental litigation, and those matters set forth in the Minimum Qualifications Section. The purpose of this Request for Proposal (RFP) process is for a Proposer to demonstrate that its attorneys possess the background, qualifications, competence, and capability to provide General Counsel legal services to the GGA.

The Firm selected as General Counsel will serve at the pleasure of the GGA Board of Directors.

We encourage Firms to be as clear and concise as possible in your proposal.

2.0 MINIMUM QUALIFICATIONS

- 1) All attorneys performing services for the GGA Board of Directors on behalf of the Firm must be admitted to practice law in the State of California and be members in good standing with the State Bar of California.
- 2) The Firm member with primary responsibility for the services provided to the GGA, ("Lead Counsel") must have experience providing general counsel legal services for public water supply agencies, irrigation districts, special districts, municipalities or other local public agencies.
- 3) Demonstrated legal expertise in the following practice areas as they relate to special districts, water districts, irrigation districts, municipal governments and joint powers authorities in California:
 - a) Laws and regulations that pertain to the governance of public entities including, but not limited to, California joint powers authorities, special districts, water districts, irrigation districts and municipalities. The relevant laws and regulations include, but are not limited to, the Ralph M. Brown Act; Public Records Act; Political Reform Act; conflicts of interest laws; general public entity and municipal law; the California Government Code and California Water Code; and operating procedures and rules of order relative to the conduct of joint powers authorities, special districts, water districts, irrigation districts and municipalities.
 - b) Water rights matter in state courts and before the State Water Resources Control Board.
 - c) Federal reclamation law, such as the Central Valley Project Improvement Act, the Central Valley Project System, the State Water Project system, and matters related to water supply contracts with the United States government and California State government.
 - d) Environmental law, including: California Environmental Quality Act (CEQA); federal National Environmental Policy Act (NEPA); California and federal Endangered Species Acts; federal Clean Water Act and the California Porter-Cologne Water Quality Act.
 - e) Experience and expertise in permitting, or otherwise working through regulatory issues, with state and federal agencies including, but not limited to, the United States Bureau of Reclamation; United States Fish & Wildlife Service;

National Marine Fisheries Service; United States Environmental Protection Agency; United States Army Corps of Engineers; California Department of Water Resources; State Water Resources Control Board; California Department of Fish & Wildlife; Central Valley Regional Water Quality Control Board; and Central Valley Flood Protection Board.

- f) Knowledge and experience working on legal, regulatory, environmental, and similar matters related to the Sacramento River, Stony Creek, and other associated tributaries, streams, rivers, and systems.
 - g) Preparation, review and adoption of legal opinions, contracts, memoranda of understanding (including risk transfer and avoidance provisions), resolutions, and policies.
 - h) Governance in joint powers authorities, including amendments and bylaws, and experience in interfacing with counsel for joint powers member agencies.
 - i) Real estate law, easements, rights-of-way, encroachment permits, and other related agreements and negotiations.
 - j) Interpretation and enforcement of settlement agreements, related implementing legislation, and consent judgments.
 - k) Legislative and administrative (regulatory) law, both California and federal, including proposed and enacted legislation.
 - l) Other relevant areas pertaining to special district, water district, irrigation district, joint powers authorities and municipal law, including liability claims, legal compliance, ethics, and risk avoidance.
 - m) Knowledge of California water institutional structure.
 - n) Supervision of special counsel at the discretion of the GGA Board of Directors.
- 4) Lead Counsel shall attend GGA Board of Director Meetings and Board Committee Meetings upon the request of the GGA Board of Directors. Attendance may be required in person or by phone conference depending on the Board's direction.

3.0 PROPOSAL REQUIREMENTS

All Proposals must include and will be evaluated based on the following criteria:

- 1) A detailed scope of services that reflects the Firm's understanding of the GGA's requirements.
- 2) Written responses to all the subject areas set forth in the "Minimum Firm Qualifications" section, demonstrating the Firm's experience and expertise.
- 3) Personnel Qualifications: The Proposal shall identify the Lead Counsel who will be primarily responsible for providing legal services to the GGA, and other Firm attorneys and staff to be assigned to the GGA. Please include the qualifications, training, and certifications of Lead Counsel, and all other attorneys and staff who will perform the services outlined herein. Please include the name(s) of a backup attorney for the Lead Counsel (such backup attorney should also have prior, specific qualifying experience acting as general counsel for public agencies). Please also attach professional resumes for the attorneys.
- 4) List of Clients: A list of major public agency clients (preferably water-related), including any joint powers authorities, represented by the Firm during the last five (5) years, with contact information (i.e., name of the clients, addresses, phone numbers, and contact person). The GGA reserves the right to contact any of the references.
- 5) Additional Firm Information: The Proposal shall include the following:
 - a) The Firm's scope of practice (national, regional, statewide, or local), and founding date;
 - b) Number of Firm partners, "of counsel," associates, paralegals and other employees;
 - c) Location of primary office;
 - d) Number of Firm clients.
- 6) Questions: Please respond in the Proposal to the following questions:
 - a) If the Firm were selected to represent GGA, do you anticipate that it would have to obtain conflict waivers from any currently existing Firm client?

- b) Are you aware of any other ethical conflicts or other related issues which would preclude the Firm from providing legal services to the GGA?
 - c) Do your designated litigation attorneys try cases by themselves or is responsibility shared with transactional attorneys who specialize in the practice area at issue, e.g. water and environmental?
 - d) Briefly describe your Firm's experience and expertise in advising public agencies on questions of law involving: (a) water rights; (b) property rights; and (c) fee assessments.
 - e) A description of legal services performed for public agencies located in the following Counties: Glenn, Colusa, Tehama, and Butte.
 - f) Within the last five (5) years, has the Firm been subject to any civil litigation for malpractice arising out of its performance of legal services for any firm client? If so, please provide the: (a) name and court case identification number for each case; (b) the jurisdiction in which it was filed; and (c) the outcome of the litigation, i.e. whether the case is pending, a judgment was entered, a settlement was reached, or the case was dismissed.
- 7) Fee Schedule: Please answer the following:
- a) Please state the hourly rate(s), together with costs reimbursement(s) and a schedule of invoicing, you propose for rendering legal services to the GGA, including rates for Lead Counsel, all other attorneys and staff (including law clerks and paralegals).
 - b) Does the Firm offer discounted rates to public agencies such as GGA? Do you discount your rates for any other reasons? If so, do the quoted hourly rates reflect those discounts?
 - c) Is the Firm open to discussing fee arrangements other than fees for service on an hourly basis? If so, please state in detail what the Firm proposes.
- 8) Sample Contract: Provide a sample contract that the Firm proposes to use for this engagement with the insurance requirements listed herein.

4.0 TERMS AND CONDITIONS

1) Acknowledgement of GGA's Contract Provisions.

Interested firms should review and acknowledge in the Proposal that the following provisions will be included in the proposed contract.

The Firm shall procure and maintain the insurance required, for the duration of the contract, to insure against claims for injuries to persons or damages to property arising from or in connection with the legal services performed.

2) Insurance Requirements:

The Firm shall procure and maintain insurance for the duration of the contract against claims for injuries to persons or damages to property which may arise from or in connection with the performance of the work hereunder and the results of that work by the Firm, his agents, representatives, employees or subcontractors.

If the Firm is selected, verification of coverage is required. The Firm shall furnish the GGA with original Certificates of Insurance including all required amendatory endorsements (or copies of the applicable policy language effecting coverage required by this clause) and a copy of the Declarations and Endorsement Page of the CGL policy listing all policy endorsements to GGA before work begins.

Minimum scope and limit of insurance are as follows:

- a) Commercial General Liability (CGL): Insurance Services Office Form CG 00 01 covering CGL on an "occurrence" basis, including products and completed operations, property damage, bodily injury and personal & advertising injury with limits no less than \$2,000,000 per occurrence. If a general aggregate limit applies, either the general aggregate limit shall apply separately to this project/location (ISO CG 25 03 or 25 04) or the general aggregate limit shall be twice the required occurrence limit
- b) Automobile Liability: ISO Form Number CA 00 01 covering any auto (Code 1) or if Contractor has no owned autos, hired, (Code 8) and non-owned autos (Code 9), with limit no less than \$1,000,000 per accident for bodily injury and property damage.
- c) Workers' Compensation: as required by the State of California, with Statutory Limits, and Employer's Liability Insurance with limit of no less than \$1,000,000 per accident for bodily injury or disease.

- d) Professional Liability (Errors and Omissions): Insurance appropriate to the legal profession, with limit no less than \$2,000,000 per occurrence or claim, \$2,000,000 aggregate.
- e) Commercial General Liability and Workers' Compensation and Employer's Liability Insurance: policies shall contain a waiver of transfer of rights of recovery ("waiver of subrogation") against the GGA, its Board of Directors, Board Members, officers, employees, agents and volunteers for any claims arising out of the work of the Firm.
- f) Additional Insured Requirements: The GGA, its officers, officials, employees, and volunteers are to be covered as additional insureds on the CGL policy with respect to liability arising out of work or operations performed by or on behalf of the Firm including materials, parts, or equipment furnished in connection with such work or operations. General liability coverage can be provided in the form of an endorsement to the Firm's insurance (at least as broad as ISO Form CG 20 10 11 85 or if not available, through the addition of both CG 20 10, CG 20 26, CG 20 33, or CG 20 38; and CG 20 37 if a later edition is used).

5.0 REQUESTS FOR CLARIFICATION

All requests, questions or other communications regarding this RFP shall be made in writing to Ms. Lisa Hunter, via email or U.S. Mail. Questions will not be accepted by any other means, including but not limited to telephone, facsimile (FAX), or orally. All requests, questions, or communications must be received by October 13, 2017 at 12:00 pm. All questions and responses related to the RFP will be distributed to all firms that have requested a copy of the RFP. The GGA reserves the right to decline a response to any question if, in the GGA's assessment, the information cannot be obtained and shared with all potential Proposers in a timely manner.

Proposers are advised that they are limited to communicating with Ms. Lisa Hunter exclusively during the conduct of this RFP process, and are prohibited from communicating with any representatives of the GGA member agencies regarding the RFP. This communication restriction applies from the time the Public Notice is published for this RFP until the GGA Board of Directors approves the final agreement for services with the firm, decides to reject all proposals, or cancels this RFP process.

Violation of this provision by any Proposer and/or their agent may lead to

disqualification of the Proposer's Proposal from consideration. Requests, questions, and communications must be addressed to:

Glenn Groundwater Authority
C/O Glenn County Department of Agriculture
ATTN: Lisa Hunter
P.O. Box 351
Willows, CA 95988

Or emailed to: lhunter@countyofglenn.net

6.0 SUBMISSION OF PROPOSALS

The following information shall be included within the Proposal:

- 1) Title Page and Table of Contents.
- 2) Letter of Introduction signed by a partner of the Firm and a summary highlighting the key points of the Proposal.
- 3) Detailed Proposal.
- 4) Signed Acknowledgement Form - refer to Exhibit "A" attached hereto.
- 5) Signed Conflict of Interest Form - refer to Exhibit "B" attached hereto.
- 6) Proposals shall be received by the person at the address listed below on or before 12:00 p.m. on, October 23, 2017.
- 7) Please submit 5 (five) hard copies and 1 (one) digital copy (PDF format) of your proposal to the following address:

Glenn Groundwater Authority
C/O Glenn County Department of Agriculture
ATTN: Lisa Hunter
P.O. Box 351
Willows, CA 95988

On the proposal, clearly mark the following:

Proposal for General Counsel Legal Services for the GGA
ATTN: Lisa Hunter

- 8) Facsimile and email submissions will not be accepted.
- 9) No late proposals will be accepted for any reason. No exceptions will be allowed.

7.0 SELECTION PROCESS

Proposals will be examined for compliance with all of the requirements in this RFP. The GGA, in its discretion may waive any omission which it deems to be non-essential or inconsequential.

A review panel established by the GGA Board of Directors will evaluate each proposal submitted for completeness, including all of the information requested in this RFP. Proposing Firms should note that their fee proposal and pricing, while important, will not be the only deciding factor in the final selection, but rather the ability of the Firm to provide and perform the required duties on behalf of the GGA as outlined herein.

Oral presentations and written questions for further clarifications may be required of some or all Firms. Final selection will be based on evaluation of the proposal and interview(s). A panel of outside experts may be used in the GGA's discretion.

The Proposals will be initially screened by the review panel, and an invitation to interview with the GGA may be extended to select Firms. At its discretion, the review panel will submit a recommended Firm to the GGA Board of Directors. The GGA in its discretion reserves the right to modify the process. Firms shall bear all the costs for proposal preparation, and any interviews or meetings with the GGA.

It is anticipated that the GGA Board of Directors will select a qualified Firm at its meeting November 13, 2017.

8.0 CONFIDENTIALITY

The GGA reserves the right to make copies of Firm's Proposal available for inspection and copying by members of the public (including Proposals which may contain information the Firm regards as proprietary in nature), unless the GGA's legal counsel determines that the information, which the Firm regards and has designated as proprietary and confidential, may be withheld pursuant to applicable provisions of the California Public Records Act (Gov. Code section 6250 et seq.) or other applicable state or federal law.

In the event the GGA proposes to disclose records containing information the Firm has specifically identified as being proprietary and confidential, the GGA shall notify the Firm in

writing of its intent to release such information and the Firm shall have five (5) working days after the GGA's issuance of its notice to give the GGA written notice of the Firm's objection to the GGA's release of proprietary information. The GGA will not release the proprietary information after receipt of the objection notice from the Firm unless: (i) the objection notice is not received by the GGA until after the close of business on the 5th day following the GGA's issuance of the notice of intent to disclose; (ii) the GGA is ordered to release the information by a court of competent jurisdiction; or (iii) the Firm's objection notice fails to include a fully executed indemnification agreement wherein the Firm agrees to indemnify, defend and hold harmless the GGA, and its Board of Directors, Board Members, officers, employees, agents and volunteers from and against all liability, loss, cost or expense (including attorneys' fees) arising out of any legal action brought to compel the release of records containing the proprietary information which the Firm wishes to withhold. Again, the Firm must specifically identify any information it deems proprietary and confidential.

9.0 PUBLIC RECORDS ACT

All Proposals submitted in response to this RFP will become the property of the GGA upon submission and a matter of public record pursuant to applicable law. The GGA reserves the right to make copies of all Proposals available for inspection and copying by interested members of the public as records of the GGA and GGA shall be under no obligation to the Firm to withhold such records. Insofar as a Proposal contains information that the Firm regards as proprietary and confidential, it shall be the responsibility of the Firm (and not the GGA) to specifically identify which items of information are proprietary and clearly identify in writing which specific pieces of information are proprietary. It shall be insufficient for the Firm to merely identify the entire Proposal or an entire page or set of pages of proprietary information. With respect to information deemed proprietary, the procedures set forth under the "Confidential Information" section below shall be observed.

The GGA is subject to the Public Records Act under California Government Code section 6250 et. seq. As such, all required submitted information is subject to disclosure to the general public.

Proposers are further advised that all the terms and conditions, including fees and fee structures, forming part of any agreement entered into shall, upon such agreement being executed, become a public record of the GGA and subject to full disclosure, and each proposer waives any right to object to any such disclosure. Not-to-exceed sums, hourly rates and the like that may be set forth in a Proposal shall not constitute proprietary information nor shall any information readily available to the general public, or any other information not regarded as proprietary and confidential under federal or state law.

10.0 PROPOSAL ACCURACY

A Proposal which is incomplete, irregular, or conditional may be rejected. By submitting a Proposal, Firms agree that any significant inaccuracy in information given by the Firm to the GGA will constitute good and sufficient cause for rejection of the Proposal.

11.0 DISCLAIMER

GGA reserves the right to:

- 1) Enter into agreements for legal services at any time (for general counsel or special counsel legal services) with persons or firms who do not respond to this RFP;
- 2) Waive any irregularities, and to accept or reject any or all Proposals regardless of qualifications either in whole or part with or without cause;
- 3) Withdraw this solicitation at any time without prior notice. The GGA does not make any representations that any contract will be awarded to any respondent to this RFP;
- 4) Award its total requirements to one respondent or to apportion those requirements among two or more respondents as the GGA may deem to be in its best interests;
- 5) Negotiate a final contract with any respondents as necessary to serve the best interest of the GGA; and
- 6) Amend this RFP.

12.0 CONFLICTS OF INTEREST

The GGA is subject to the Political Reform Act and to conflicts of interest provisions under California Government Code section 1090, et seq. To protect the GGA's Directors and all potential contracting parties with the GGA, the potential contracting parties shall be required to complete a Conflict of Interest Questionnaire prior to the award. Refer to Exhibit "B" attached hereto.

13.0 NON-DISCRIMINATION

- 1) During the performance of this Agreement, Contractor and its subcontractors shall not unlawfully discriminate, harass, or allow harassment against any employee or applicant for employment because of sex, race, color, ancestry, religious creed, national origin,

sexual orientation, physical disability (including HIV and AIDS), mental disability, medical condition (cancer), age (over 40), marital status, political affiliation, and denial of family care leave.

- 2) Contractor and its subcontractors shall ensure that the evaluation and treatment of their employees and applicants for employment are free from such discrimination and harassment.
- 3) Contractor and its subcontractors shall comply with the provisions of the Fair Employment and Housing Act (Government Code, §12990) and the applicable regulations promulgated thereunder [California Code Regulations, title 2, §7285 et seq.]. The applicable regulations of the Fair Employment and Housing Commission implementing Government Code section 12990, set forth in Chapter 5 of Division 4 of Title 2 of the California Code of Regulations, are incorporated into this Agreement by reference and made a part hereof as if set forth in full.
- 4) Contractor and its subcontractors shall give written notice of their obligations under this clause to labor organizations with which they have a collective bargaining or other Agreement, if any.

EXHIBIT "A" ACKNOWLEDGMENT FORM
Request for Proposals for General Counsel Legal Services

PART A

The proposing Firm warrants the following:

- 1) That it will not delegate or subcontract its responsibilities under contract without the express, prior written permission from the GGA Board of Directors.
- 2) That all information provided in connection with this Proposal is true and correct.
- 3) That it will acknowledge and agree with all terms and conditions stated in this Request for Proposal.

Firm Name (Respondent to RFP): _____

Street Address: _____

State: _____

Zip: _____

Contact Name: _____

Title: _____

Telephone No: _____

Email: _____

Signature _____

PARTS

The above listed Firm is responding to a Request for Proposals for a qualified and experienced Firm to provide general legal counsel services.

**THIS COMPLETED FORM MUST BE INCLUDED WITHIN THE PROPOSAL
SUBMITTED TO THE GGA BY October 23, 2017 at 12:00 pm.**

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EXHIBIT "B" CONFLICT OF INTEREST FORM
Request for Proposals for General Counsel Legal Services

The GGA prohibits its Board of Directors and staff from making decision in which they may have certain financial or personal relationships with a contracting party. The questions that follow are intended to alert GGA to potential code of conduct conflicts. If conflicts of only a remote interest exist, a contract may nonetheless be awarded as disclosure allows GGA to choose processes for negotiation, award, and administration of contracts to avoid such conflicts. However, GGA reserves the right to review and make a final determination regarding whether any actual or potential conflicts would violate GGA's policies or California law and thus preclude a contracting party's participation in this award. All contracting parties and proposed sub-consultants must respond to each of the following questions. For responses answered "yes" GGA may require additional information to evaluate potential conflicts prior to award. Failure to fully disclose conflicts will result in rejection of the proposal or immediate termination of any contract awarded therefrom.

- 1) To the best of your knowledge, do any current GGA Board members or employees have financial relationships with any of the following within your Firm or with proposed sub-consultants?

Owner	[Yes]	[No]
Member	[Yes]	[No]
Partner	[Yes]	[No]
Officer	[Yes]	[No]
Employee	[Yes]	[No]
Contractor	[Yes]	[No]
Consultant	[Yes]	[No]
Broker	[Yes]	[No]
Major Stockholder	[Yes]	[No]

(Major stockholder means ownership of 3% or more of firm stock.)

If "Yes" to any of the above, did this Board member or employee participate in formulating your submittal?

[Yes] [No]

2) Are you or, to the best of your knowledge, are any officers or key employees of your Firm or proposed sub-consultants an immediate family member of any current GGA Board member or employee?

[Yes] [No]

3) To the best of your knowledge, is a GGA member agency representative seeking or being considered for employment by your Firm or by proposed sub-consultants?

[Yes] [No]

4) To the best of your knowledge, have you or any officers or key employees of your Firm or any proposed sub-consultants provided contributions directly or indirectly to a Board member while this potential new contract is pending before the GGA?

[Yes] [No]

5) To the best of your knowledge, have you or any officers or key employees of your Firm or any proposed sub-consultants ever served on GGA's Board?

[Yes] [No]

6) On a separate sheet, identify and disclose any business relationship(s), direct or indirect, past, present, or pending, with any of the members of the GGA, any public or private water agency, purveyor/pumper, or any associated entity in the GGA service area.

I declare under penalty of perjury of the laws of the State of California that the foregoing is true and correct.

Firm Name:

Name (type or print):

Title:

Signature:

Date:

THIS COMPLETED FORM MUST BE INCLUDED WITHIN THE PROPOSAL SUBMITTED TO THE GGA BY October 23, 2017 at 12:00 pm.



LEGAL SERVICES AGREEMENT

O'Laughlin & Paris LLP (LAW FIRM) and GLENN GROUNDWATER AUTHORITY, ("GGA" or "CLIENT") hereby enter into this legal services agreement (AGREEMENT) regarding the retention of LAW FIRM by CLIENT to provide legal advice and services.

SECTION ONE:

Scope of Representation

CLIENT retains LAW FIRM to act as its counsel. CLIENT intends and expects that LAW FIRM shall provide all legal advice and services that it requires in accordance with, and except as expressly provided by, the terms and conditions of this AGREEMENT. In accordance with California Rules of Professional Conduct Rule 3-600, GLENN GROUNDWATER AUTHORITY is the CLIENT for purposes of this AGREEMENT.

A. Non-Litigation Matters.

- (1) LAW FIRM shall provide written and oral advice to CLIENT on various matters pertaining to groundwater management and compliance with the Sustainable Groundwater Management Act. Specifically, the Firm will coordinate legal counsel for CLIENT members, draft legal opinions and provide guidance for CLIENT and its member agencies, coordinate compliance with the Sustainable Groundwater Management Act, facilitate the development and review of groundwater plans, models, or other groundwater planning documents, and otherwise provide counsel on all groundwater matters as requested by CLIENT.

B. Litigation Matters.

- (1) Where requested by CLIENT, LAW FIRM shall represent CLIENT in the prosecution and/or defense of any and all claims, charges, lawsuits and other proceedings affecting CLIENT's rights, duties and obligations regarding its rights and duties as a groundwater sustainability agency.
- (2) LAW FIRM shall regularly advise CLIENT as to the status and progress of any such litigation, and shall promptly convey to CLIENT any and all settlement offers for consideration and action.

SECTION TWO:

Attorneys' Fees

Compensation for LAW FIRM's advice and legal services shall be based upon an hourly fee arrangement.

A. LAW FIRM's Hourly Fees.

- (1) LAW FIRM will be paid for its advice and legal services based upon the number of hours expended on behalf of CLIENT multiplied by LAW FIRM's hourly rate of \$350 per hour for services provided by Valerie C. Kincaid and William C. Paris on behalf of CLIENT, \$275 per hour for services provided by Timothy J. Wasiewski, and \$250 per hour for any other associate of LAW FIRM on behalf of CLIENT.
- (2) LAW FIRM shall charge no more than the hourly rate quoted above unless otherwise agreed to in a written agreement signed by LAW FIRM and the CLIENT.
- (3) Time charges will be computed and billed to the tenth of an hour.

B. Reimbursable Expenses.

- (1) CLIENT agrees to pay the actual and reasonable costs and expenses incurred by LAW FIRM in the performance of its advice and legal services, including multi-party long-distance conference calls, out-of-office photocopying, overnight or expedited delivery fees, court fees, process servers' fees and court reporter's fees.

C. Non-reimbursable Expenses.

- (1) LAW FIRM shall not charge CLIENT for meals, overtime, word processing or computer charges, library materials, stationery, office supplies or utilities.
- (2) LAW FIRM shall pass through to CLIENT the actual costs of any reimbursable expense incurred by LAW FIRM through an outside vendor, and will not add any mark-up or surcharge for such services.
- (3) LAW FIRM shall not charge CLIENT for any item which is properly considered LAW FIRM's overhead.

SECTION THREE:

Cooperation and Withdrawal

- A. CLIENT agrees to disclose truthfully all relevant information to LAW FIRM upon request.
- B. CLIENT will make any documents, or things under its control, available to LAW FIRM at reasonable times and places for such conferences, inspections, discussions or legal proceedings as may be necessary from time to time.

- C. CLIENT will promptly notify LAW FIRM of any change in CLIENT's address or telephone number.
- D. Failure of CLIENT to seek counsel of LAW FIRM before taking any action which may affect the course of any matter for which LAW FIRM is providing CLIENT with advice and legal services represents sufficient grounds for LAW FIRM's withdrawal from employment.
- E. LAW FIRM shall not withdraw from employment unless it has provided CLIENT with a written notice, identifying the reasons for such withdrawal, at least fourteen (14) days prior to withdrawal.
- F. All documents presented by CLIENT to LAW FIRM remain the exclusive property of CLIENT and must be returned upon demand. LAW FIRM expressly relinquishes all general, possessory or retaining liens known to the common or statutory law.

SECTION FOUR:

Disputes

- A. LAW FIRM and CLIENT recognize the benefits of maintaining a harmonious working relationship. Both agree to discuss openly any cause of dissatisfaction and to seek reconciliation. CLIENT will not be billed for these types of discussions.
- B. Should either party believe itself to be seriously wronged or believe that the terms of this AGREEMENT have been substantially violated, resolution shall be sought through binding arbitration by a third party mutually agreed to by both LAW FIRM and CLIENT.

SECTION FIVE:

Disclaimer of Warranty

No warranties have been made by LAW FIRM with respect to the successful termination of any matter for which LAW FIRM is providing advice or legal services. All expressions made by LAW FIRM about the possible outcome of such matters represent only the LAW FIRM's opinion.

SECTION SIX:

Confidentiality and Public Relations

- A. LAW FIRM is not authorized to waive or release any privilege or other protection of information, confidential, secret or otherwise, obtained from or on behalf of CLIENT. LAW FIRM is to keep all confidential, privileged or secret information confidential, even after termination of the relationship between LAW FIRM and CLIENT.
- B. LAW FIRM is not authorized to communicate with the public, including the press, about CLIENT or any matter undertaken at the behest or on the behalf of CLIENT without the prior written approval of CLIENT.

SECTION SEVEN:

Notice

Any notice required under this AGREEMENT shall be in writing and shall be deemed to have been duly served if delivered in person, or if delivered at or sent by first class mail to the business address of the person for whom it is intended, as follows:

To LAW FIRM: O’LAUGHLIN & PARIS LLP
2617 K Street, Suite 100
Sacramento, CA 95816

To CLIENT: _____, Chair, Board of Directors
Glenn Groundwater Authority
720 North Colusa Street
P.O. Box 351
Willows, CA 95988

SECTION EIGHT:

Governing Law

The laws of the State of California shall govern the construction and interpretation of this AGREEMENT.

SECTION NINE:

Term

This AGREEMENT is effective _____, 2017, and shall continue until terminated by either CLIENT or LAW FIRM.

SECTION TEN:

Modification

This AGREEMENT shall not be modified in any way absent the express, written consent of both CLIENT and LAW FIRM.

SECTION ELEVEN:

Insurance and Indemnity

The LAW FIRM shall procure and maintain insurance for the duration of the contract against claims for injuries to persons or damages to property which may arise from or, in connection with, the performance of the work herein and the results of that work by the Firm, his agents, representatives, employees or subcontractors, as follows:

- a) Commercial General Liability (CGL): Insurance Services Office Form CV 00 01 covering CGL on an "occurrence" basis, including products and completed operations, property damage, bodily injury and personal and advertising injury with limits no less than \$2,000,000 per occurrence. If a general aggregate limit applies, either the general aggregate limit shall apply separately to this project/location (ISO CV 25 03 or 25 04) or the general aggregate limit shall be twice the required occurrence limit.
- b) Automobile Liability: ISO Form Number CA 00 01 covering any auto (Code 1) or if LAW FIRM has no owned autos, hired, (Code 8) and non-owned autos (Code 9), with limit no less than \$1,000,000 per accident for bodily injury and property damage.
- c) Workers' Compensation: As required by the State of California, with Statutory Limits, and Employer's Liability Insurance with limit of no less than \$1,000,000 per accident for bodily injury or disease.
- d) Professional Liability (Errors and Omissions): Insurance appropriate to the legal profession, with limit no less than \$2,000,000 per occurrence or claim, \$2,000,000 aggregate.
- e) Commercial General Liability and Workers' Compensation and Employer's Liability Insurance: Policies shall contain a waiver of transfer of rights of recovery ("waiver of subrogation") against the GOA, its Board of Directors, Board Members, officers, employees, agents and volunteers for any claims arising out of the work of the Firm.
- f) Additional Insured Requirements: The GOA, its officers, officials, employees, and volunteers are to be covered as additional insureds on the COL policy with respect to liability arising out of work or operations performed by or on behalf of the Firm including materials, parts, or equipment furnished in connection with such work or operations. General liability coverage can be provided in the form of an endorsement to the Firm's insurance (at least as broad as ISO Form CG 20 10 11 85 or if not available, through the addition of both CG 20 10, CG 20 26, CG 20 33, or CG 20 38; and CG 20 37 if a later edition is used).

SECTION TWELVE:

Entire Agreement

This represents the entire agreement of the CLIENT and LAW FIRM.

IN WITNESS HEREOF, the LAW FIRM and CLIENT have executed this AGREEMENT on this ____ day of, _____, 2017.

O'LAUGHLIN & PARIS LLP

By: _____
VALERIE C. KINCAID, Partner

GLENN GROUNDWATER AUTHORITY

By: _____
Chair, Board of Directors

GLENN GROUNDWATER AUTHORITY
720 N. Colusa Street, Willows, CA 95988
Telephone: 530-934-6501

AGENDA ITEM 6: DISCUSSION, RECOMMENDATION, AND SELECTION OF GENERAL COUNSEL LEGAL SERVICES

- b. *Hold discussion and consider selecting firm for general counsel legal services.

The GGA Board will consider the recommendation made by the Legal Counsel Selection Committee. The Board may choose to accept the recommendation, discuss additional firms, select a firm, or choose not to make a decision at this meeting.

AGENDA ITEM 6: DISCUSSION, RECOMMENDATION, AND SELECTION OF GENERAL COUNSEL LEGAL SERVICES

- c. *Authorize Chairman to enter into contract on behalf of the Glenn Groundwater Authority with selected firm.

If the GGA Board selects a firm to provide general counsel legal services for the GGA, the Board may consider approving the Chairman to enter into a contract with the selected firm. If the GGA Board approves the Legal Counsel Selection Committee's recommendation, a contract has been provided for the Board's consideration. See attached. If the Board chooses a different firm, a contract will need to be developed.

AGENDA ITEM 6: DISCUSSION, RECOMMENDATION, AND SELECTION OF GENERAL COUNSEL LEGAL SERVICES

- d. *Provide additional direction to Selection Committee and Program Manager if necessary.

If the GGA Board rejects the Legal Counsel Selection Committee's recommendation or would like additional information prior to making a decision, the Board may provide additional direction to the Selection Committee and Program Manager.

AGENDA ITEM 7: *AUTHORIZE PROGRAM MANAGER TO APPLY FOR FEDERAL TAX ID NUMBER

The GGA is a new agency and does not yet have a Federal Tax ID number. As part of the administrative process, a Federal Tax ID number should be obtained.

GLENN GROUNDWATER AUTHORITY
720 N. Colusa Street, Willows, CA 95988
Telephone: 530-934-6501

AGENDA ITEM 8: *DISCUSS AND CONSIDER ADOPTING A REVISED MEETING SCHEDULE

A meeting schedule for 2017 and 2018 was approved on August 14, 2017. It has come the Board's attention that there is a standing meeting conflict for a Director for the approved schedule. At the October 9, 2017 meeting, it was requested the meeting schedule be agendized for further discussion. The meetings for 2018 are currently set for the 2nd Monday of January, April, July, and October. It is recommended to maintain meeting quarterly beginning in January 2018. Suggested meeting dates include:

- 2nd Mondays at 1:30 PM
- 4th Mondays at 9:00 AM or 1:30 PM
- 4th Wednesdays at 9:00 AM or 1:30 PM
- 4th Thursdays at 9:00 AM or 1:30 PM
- 1st, 3rd, or 4th Fridays at 9:00 AM or 1:30 PM

The approved meeting schedule is attached.

Glenn Groundwater Authority Board of Directors 2017/2018 Meeting Schedule

Board of Director meetings are scheduled monthly through the end of 2017 generally on the 2nd Monday of each month. Beginning in January 2018, the GGA Board will meet quarterly generally on the 2nd Monday of January, April, July, and October. Meetings will be held at the Glenn County Department of Agriculture, 720 North Colusa Street, Willows, CA 95988.

Monday, August 14, 2017, 9:00 AM- 12:00 PM

Wednesday, September 13, 1:00 PM-4:00 PM

*Monday, October 9, 2017, ~~9:00 AM- 12:00 PM~~ **8:30 AM- 11:30 AM**

~~Monday, November 13, 2017, 9:00 AM- 12:00 PM~~ **Meeting Cancelled**

Monday, December 11, 2017, 9:00 AM- 12:00 PM

Monday, January 8, 2018, 9:00 AM- 12:00 PM

Monday, April 9, 2018, 9:00 AM- 12:00 PM

Monday, July 9, 2018, 9:00 AM- 12:00 PM

Monday, October 8, 2018, 9:00 AM- 12:00 PM

*Please note time change

Approved 8/14/17

Revised 9/13/17

Revised 11/9/17

GGA Board of Directors

Meeting Date: December 11, 2017

GLENN GROUNDWATER AUTHORITY
720 N. Colusa Street, Willows, CA 95988
Telephone: 530-934-6501

AGENDA ITEM 9: APPROVAL OF CLAIMS

- a. *Review and consider approval of Program Management Invoices for July through October 2017.

The attached invoice includes Program Manager and support staff time for July through October 2017. The hourly rate listed on the invoice is comprised of the weighted average hourly labor rate which includes the hourly salary, benefits, and administrative overhead. This administrative overhead cost includes a calculated portion of overhead costs based on the hourly rate of support costs including A-87 costs allocation charges, services and supplies, and other charges incurred for having the employee on staff. These costs are specific to each employee. Changes in the hourly rate occasionally occur based on regular step increases, promotions, and MOU negotiated terms. Each change in labor rate will be applied to the number of hours worked in each effective date period and will be broken down on the invoice.

It is anticipated that future costs will also include printing and copying charges. None of these costs have been charged to date.

INVOICE COUNTY OF GLENN

Please remit to: County of Glenn
Department of Agriculture
P. O. Box 351
Willows, CA 95988

Invoice No. 17-WR-02
Invoice Date: 12/8/2017

Bill to: Glenn Groundwater Authority
720 North Colusa Street
P.O. Box 351
Willows, CA 95988

Please direct inquiries concerning this bill to:

Agricultural Commissioner
P. O. Box 351
Willows, CA 95988
Telephone: (530) 934-6501

Ordered By: 01012181 Terms: Net Cash 30 days from Invoice Date

Date	Quantity	Description	AMOUNT
7/1/17-8/26/17		Administrative support services to GGA 85.16 hours @ \$74.37	\$ 6,333.35
8/27/17-9/30/17		Administrative support services to GGA 137.66 hours @ \$74.86	\$ 10,305.23
10/1/17-10/31/17		Administrative support services to GGA 84.01 hours @ \$83.12	\$ 6,982.91
7/1/17-8/26/17		Administrative support services to GGA 19.34 hours @ \$39.80	\$ 769.73
8/27/17-10/31/17		Administrative support services to GGA 56.17 hours @ \$41.21	\$ 2,314.77

Pay this total: \$ 26,705.99

Billing for services and/or supplies as itemized above furnished by the

AGRICULTURAL COMMISSIONER of Glenn County.
DEPARTMENT

Signed:



Title:

Marcie Skelton, Agricultural Commissioner

WHITE COPY FOR VENDOR
PINK COPY FOR DEPARTMENT

GLENN GROUNDWATER AUTHORITY
720 N. Colusa Street, Willows, CA 95988
Telephone: 530-934-6501

AGENDA ITEM 10: PROGRAM MANAGER UPDATES

The program manager will provide a brief status updates. Reminders and/or clarifications may also be made at this time.

AGENDA ITEM 11: COMMITTEE UPDATES

- a. Executive Committee
 - i. CGA/GGA Joint Executive Committee

The GGA Executive Committee met two times since the October 9, 2017 Board meeting. The committee was tasked with coordinating with the CGA to learn more about The Nature Conservancy (TNC) Proposition 1 grant application proposal. The CGA and GGA met with the TNC October 25, 2017. The group learned that the application is essentially an extension of the Bird Returns program and all the land they were focusing the project is in Colusa County only. The Executive Committee met again for agenda review and to briefly discuss upcoming tasks. There were no Joint Executive Committee meetings.

AGENDA ITEM 11: COMMITTEE UPDATES

- b. Legal Counsel Ad Hoc Committee

The Legal Counsel Ad Hoc Committee report was included in Item 6. The Committee has nothing further to report.

AGENDA ITEM 11: COMMITTEE UPDATES

- c. GGA/CGA Technical Ad Hoc Committee

The GGA/CGA Technical Ad Hoc Committee met two times over the past few months focusing on the Proposition 1 GSP Grant Application and the Water Budget/HCM RFP.

The grant application for Groundwater Sustainability Plan development in the Colusa Subbasin was due November 13. The CGA was the designated as the grant applicant, but worked very closely with the GGA Program Manager and the GGA/CGA Technical Committee. The application was completed and submitted by the deadline. The total project cost for GSP development is estimated to be \$1,497,400. The maximum grant funding that could be requested was \$1 million. The CGA and GGA will be responsible

GLENN GROUNDWATER AUTHORITY
720 N. Colusa Street, Willows, CA 95988
Telephone: 530-934-6501

to cover the remaining \$497,400. A funding match waiver was applied for under the Economically Distressed Areas designation. DWR is reviewing the applications and hopes to have draft funding recommendations in December 2017 or January 2018.

The RFP for a Hydrogeologic Conceptual Model and Water Budget for the Colusa Subbasin was developed in close coordination with the CGA. The RFP was issued October 18, 2017 and closed December 1, 2017. The CGA Proposal Review Committee is comprised of Shelly Murphy, Jim Wallace, and Darrin Williams. The GGA Selection Committee members are John Viegas, Emil Cavagnolo, Michael Alves, and Ed Vonasek. The proposals have been received and are being reviewed by the GGA/CGA committee members. Mary Fahey, Bill Vanderwaal, and Lisa Hunter will oversee the review process. Ms. Fahey is the RFP point of contact.

AGENDA ITEM 12: MEMBER REPORTS AND COMMENTS

Members of the GGA Board are encouraged to share information, reports, comments, and suggest future agenda items. Action cannot be taken on items brought up under this item.

AGENDA ITEM 13: NEXT MEETING

The next meeting is scheduled for January 8, 2018 at 9:00 AM at the Glenn County Department of Agriculture's office. If the Board approved a change in the meeting schedule in Item 8, the new meeting time will be repeated under this item.

AGENDA ITEM 14: ADJOURN
