



Board of Harbor Commissioners

Sabrina Brennan, President
Edmundo Larenas, Vice President
Nancy Reyring, Secretary
Tom Mattusch, Treasurer
Virginia Chang Kiraly, Commissioner

John Moren, Interim General Manager
William Parkin, District Counsel

San Mateo County Harbor District Board of Harbor Commissioners

“To assure the public is provided with clean, safe, well-managed, financially sound and environmentally pleasant marinas.”

SPECIAL MEETING AGENDA

May 20, 2019
6:30 PM

San Mateo County Harbor District
Conference Room
504 Avenue Alhambra, Ste. 200
El Granada, CA 94018

All Harbor District Commission regular meetings are recorded and posted at www.PacificCoast.tv within 48 hours of the meeting. Pacifica residents can tune into Comcast Channel 26 and residents from Montara through Pescadero can tune into Comcast Channel 27. Copies of the meetings can also be purchased from PCT and mailed for \$18.

Persons requiring special accommodation with respect to disability are directed to make such requests per the Americans With Disabilities Act to the Deputy Secretary to the Board at 650-583-4400, 24 hours in advance.

A) Roll Call

B) 1. Public Comments/Questions

The Public may directly address the Board of Harbor Commissioners for a limit of three (3) minutes, unless a request is granted for more time, on any item of public interest within the subject matter jurisdiction of the San Mateo County Harbor District, that is not on the Regular Agenda. If a member of the public wishes to address the Board on an agenda item, it is requested that a speaker card be completed and given to the Deputy Secretary. The Chair will call your name at the appropriate time. Agenda material may be reviewed at the administration offices of the District, 504 Avenue Alhambra, Ste. 200, El Granada, CA 94018 or online at www.smharbor.com.

2. Commissioner Comments

Commissioners may make public statements limited to five (5) minutes.

C) Consent

All items on Consent are approved by one motion unless a Commissioner requests at the beginning of the meeting that an item be withdrawn or transferred to Discussion. Any item on Discussion may be transferred to Consent.

ITEMS PULLED FROM CONSENT WILL BE HEARD AFTER DISCUSSION ITEMS.

1. **Bills and Claims (van Hoff)**
Recommendation: Review Pre-Approved Bills and Claims in the amount of \$444,659.88. Pre-Approve \$500,000 in Bills and Claims until next meeting.
2. **Minutes – Special Meeting April 11, 2019 (Gehret)**
Recommendation: Approve Minutes of the Special Meeting of April 11, 2019.
3. **Minutes – Regular Meeting April 17, 2019 (Gehret)**
Recommendation: Approve Minutes of the Regular Meeting of April 17, 2019.
4. **Minutes – Special Meeting May 7, 2019 (Gehret)**
Recommendation: Approve Minutes of the Special Meeting of May 7, 2019.
5. **Third Quarter 2018/19 Financial Report and Transfer Appropriations (van Hoff)**
Recommendation: Approve increase in budgetary appropriations (spending authority) of \$265,000 in Operating Expenses and decrease in budgetary appropriations of \$265,000 in Salaries and Benefits.
6. **Third Quarter – Fiscal Year 2018/19 (Q3-19) Rent Report (van Hoff)**
Information only.
7. **Monthly Capital Projects Update (Pyle)**
Receive and file.
8. **Labor and Employment Legal Services (van Hoff)**
Recommendation: Authorize the Interim General Manager to execute a Professional Services Agreement (PSA) for Labor and Employment Legal Services with the highest ranked firm, Ogletree, Deakins, Nash, Smoak & Stewart, P.C.

D) Discussion

9. [Draft Final 2019/20 Operating Budget and Capital Improvement Program \(van Hoff\)](#)

Recommendation: Review Draft Final 2019/20 Operating Budget and Capital Improvement Program (CIP) and provide direction to staff on additional changes.

10. [Rates and Fees Effective July 1, 2019 and Subsequent Adjustments by Consumer Price Index \(van Hoff\)](#)

Recommendation: Approve rates and fees amended to reflect increases of 3.9% which is equal to the annual average increase in the 2018 Consumer Price Index (CPI) for San Francisco- Oakland- Hayward All Urban Consumers (Index 1982-1984=100) and other changes as proposed.
https://data.bls.gov/timeseries/CUURS49BSA0&output_view=pct_12mths

11. [Administrative Analyst - Communications Position Description \(van Hoff\)](#)

Recommendation: Approve the position of Administrative Analyst- Communications Position Description and update the District's Salary Schedule with an hourly rate of \$33.11 per hour for step one up to \$44.38 per hour for step seven in the same step increments as the Planner Analyst and Accounting Specialist positions.

E) Discussion/Action on Pulled Consent Items (if any)

F) Future Agenda Items

G) April Activity Reports: [Interim General Manager/Operations, Administration](#)

Information only.

H) Standing Committee Meeting Summary

- Finance Committee - April 30, 2019

I) Adjourn

The next regular meeting will be held on June 19, 2019 at the San Mateo County Harbor District Office, 504 Avenue Alhambra, Ste. 200, El Granada, CA 94018 at 6:30 PM.

Agenda posted as required:
May 17, 2019 at 4:00 PM


Debbie Gehret
Deputy Secretary



Staff Report

TO: Board of Harbor Commissioners

FROM: Kin Yip Chan, Accounting Technician

DATE: May 20, 2019

SUBJECT: Review Bills and Claims in the Amount of \$444,659.88

Total Disbursements being submitted for your review: **\$444,659.88**

Dept. Code	Description	Amount
103	Administration & Commissioners	\$ 108,695.68
201	Pillar Point Harbor	\$ 150,554.41
301	Oyster Point Marina	\$ 63,398.18
	Employee Deductions	\$ 31,154.00
	Payroll / Benefits	\$ 90,857.61
Total Bills & Claims for Review:		\$ 444,659.88

Pre-Approved Payroll Notes:

Payroll Paydate 4/5/19	\$ 140,670.23
Payroll Paydate 4/19/19	\$ 127,606.67
Total Payroll for Period:	\$ 268,276.90

Background: The Board Pre-Approved Bills and Claims up to \$500,000 for this month and all payroll related claims. Actual Bills and Claims for the period are \$444,659.88

Recommended Motion:

- 1) Accept Bills and Claims in the amount of \$444,659.88.
- 2) Pre-Approve \$500,000 in Bills and Claims until next meeting date.

Attachments:

[Bills and Claims/Cal Card Top 5](#)

[Legal Fees](#)

BILLS AND CLAIMS FOR 5/20/19 BOARD MEETING			PAYROLL EMPLOYEES	PAYROLL BENEFITS	ADMIN & COMM	PILLAR POINT	OYSTER POINT	TOTAL ALL
VENDOR	DESCRIPTION	AMOUNT	DEDUCTION	RELATED	103	201	301	DEPTS
ADP, LLC	PAYROLL PROCESSING	512.56			175.35	182.09	155.12	512.56
ADVANCED BUSINESS FORMS	OPERATING SUPPLIES	607.21				607.21		607.21
AMERICAN DEBRIS BOX SERVICE, INC	REIMB CONFERENCES & MEETINGS EXPENSES	1,635.74				1,635.74		1,635.74
BRENNAN, SABRINA	CONFERENCES & MEETINGS	813.22			813.22			813.22
BURRIS, JOHN	REPAIRS & MAINTENANCE	600.00				600.00		600.00
CLARK PEST CONTROL	CONTRACTUAL SERVICES	82.00					82.00	82.00
COLEMAN SECURITY INDUSTRIES, INC	CONTRACTUAL SERVICES	4,253.76					4,253.76	4,253.76
DRIFTWOOD LUMBER & HARDWARE	REPAIRS & MAINTENANCE	95.92				95.92		95.92
EMPLOYMENT DEVELOPMENT DEPARTMENT	UNEMPLOYMENT INSURANCE	2,699.99				1,350.00	1,349.99	2,699.99
GAETANI REAL ESTATE	ADMIN OFFICE RENT	8,200.00			8,200.00			8,200.00
GARDA, CL WEST, INC	CONTRACTUAL SERVICES	289.22				152.86	136.36	289.22
HALF MOON BAY REVIEW	ADVERTISING EXPENSES	525.00				262.50	262.50	525.00
HOLMAN PROFESSIONAL COUNSELING CENTERS	EMPLOYEE ASSISTANCE PROGRAM SERVICES	289.00			98.87	102.67	87.46	289.00
HUE & CRY, INC	CONTRACTUAL SERVICES	222.39					222.39	222.39
JOHN MATTHEWS ARCHITECTS	CONTRACTUAL SERVICES	3,045.00				3,045.00		3,045.00
PACIFICA COMMUNITY TELEVISION	CONFERENCES & MEETINGS	500.00			500.00			500.00
PINA, JOHN DBA GOPHER BUSTERS	CONTRACTUAL SERVICES	495.00				495.00		495.00
REGIONAL GOVERNMENT SERVICES	CONTRACTUAL SERVICES	1,632.00			1,632.00			1,632.00
ROBERT HALF INTERNATIONAL, INC	CONTRACTUAL SERVICES	6,722.15			4,358.75		2,363.40	6,722.15
SAN MATEO COUNTY ENVIRONMENTAL HEALTH	PERMITS/LICENSE FEE	653.00					653.00	653.00
SEWER AUTHORITY MID-COASTSIDE	PERMITS/LICENSE FEE	321.43				321.43		321.43
SPRINT/NEXTEL COMMUNICATIONS	TELEPHONE/COMMUNICATIONS	252.81					252.81	252.81
SUPERIOR EQUIPMENT COMPANY, INC	REPAIRS & MAINTENANCE	604.63				604.63		604.63
WITTEW PARKIN LLP	LEGAL SERVICES	8,718.50			4,753.50	1,525.00	2,440.00	8,718.50
HOFER, BRADLEY	REFUND DEPOSIT	387.88					387.88	387.88
SUB-TOTAL OF PAYMENTS TO BE PROCESSED 5/20/2019		44,158.41	-	-	20,531.69	10,980.05	12,646.67	44,158.41
8X8, INC	TELEPHONE/COMMUNICATIONS	1,077.33			596.62	121.82	358.89	1,077.33
ADP, LLC	PAYROLL PROCESSING	1,504.45			420.04	585.58	498.83	1,504.45
AIRGAS USA, LLC	OPERATING SUPPLIES	117.75				117.75		117.75
AMAZON CAPITAL SERVICES, INC	OFFICE SUPPLIES	55.94					55.94	55.94
AMERICAN DEBRIS BOX SERVICE, INC	CONTRACTUAL SERVICES	1,619.43				1,619.43		1,619.43
ASSETWORKS	CONTRACTUAL SERVICES	1,300.00			433.33	433.34	433.33	1,300.00
ARAMARK UNIFORM SERVICES LLC	UNIFORM SERVICES	1,453.74					1,453.74	1,453.74
AT&T	TELEPHONE/COMMUNICATIONS	256.77				256.77		256.77
BAY GREEN MARINE SANITATION	CONTRACTUAL SERVICES	3,444.81				2,472.41	972.40	3,444.81
BLUE LINE TRANSFER INC	GARBAGE SERVICES	646.60					646.60	646.60
CALIFORNIA ASS. OF HARBOR MASTERS & PORT CAPTAINS	ADVERTISING EXPENSES	50.00				25.00	25.00	50.00
CALIFORNIA WATER SERVICE CO	UTILITIES	3,364.76					3,364.76	3,364.76
CALPERS	PAYROLL DEDUCTION PAYABLE	32,885.96		32,819.81	66.15			32,885.96
CALPERS SUPPLEMENTAL INCOME 457 PLAN	PAYROLL DEDUCTION PAYABLE	22,835.64	22,835.64					22,835.64
CASPIAN IT GROUP	CONTRACTUAL SERVICES-IT	8,699.86			5,570.75	1,596.89	1,532.22	8,699.86
CHEYENNE MFG INC	REPAIRS & MAINTENANCE	9,662.50				9,662.50		9,662.50
CINTAS CORPORATION	SAFETY EQUIPMENTS/TRAININGS	3,864.66			85.51	1,437.42	2,341.73	3,864.66
CLARK PEST CONTROL	CONTRACTUAL SERVICES	82.00					82.00	82.00
COASTSIDE COUNTY WATER DISTRICT	UTILITIES	20,012.84				20,012.84		20,012.84
COASTSIDE.NET	WIFI EXPENSES	359.10				359.10		359.10
COLEMAN SECURITY INDUSTRIES, INC	CONTRACTUAL SERVICES	8,507.52					8,507.52	8,507.52
COMCAST	INTERNET EXPENSES	639.01			193.33	83.33	362.35	639.01
CORTES, BETTY	REIMB TRAINING EXPENSES & MILEAGE	486.84			486.84			486.84
DAMITZ, BRADLEY SCOTT	CONTRACTUAL SERVICES	13,800.00				13,800.00		13,800.00
DE MEO ELECTRIC	REPAIRS & MAINTENANCE	907.39			907.39			907.39
DIGITAL DEPLOYMENT, INC/ STREAMLINE	CONTRACTUAL SERVICES-IT	200.00			200.00			200.00
DRIFTWOOD LUMBER & HARDWARE	REPAIRS & MAINTENANCE	235.86				235.86		235.86
ENVIRONMENTAL SCIENCE ASSOCIATES	CONTRACTUAL SERVICES	5,989.96				5,989.96		5,989.96
FASTENAL COMPANY	REPAIRS & MAINTENANCE	12.87					12.87	12.87
FATHOM MARINE	REPAIRS & MAINTENANCE	798.43					798.43	798.43
GARDA, CL WEST, INC	CONTRACTUAL SERVICES	18.00				18.00		18.00
GARNISHMENT	PAYROLL DEDUCTION PAYABLE	1,411.06	1,411.06					1,411.06
GET IT TECH INC	OPERATING SUPPLIES	640.31				640.31		640.31
GHD, INC	CONTRACTUAL SERVICES	14,796.00				14,796.00		14,796.00

BILLS AND CLAIMS FOR 5/20/19 BOARD MEETING			PAYROLL EMPLOYEES	PAYROLL BENEFITS	ADMIN & COMM	PILLAR POINT	OYSTER POINT	TOTAL ALL
VENDOR	DESCRIPTION	AMOUNT	DEDUCTION	RELATED	103	201	301	DEPTS
GOLDEN STATE LUMBER	REPAIRS & MAINTENANCE	282.90					282.90	282.90
GRAINGER	REPAIRS & MAINTENANCE	143.08					143.08	143.08
HALF MOON BAY REVIEW	ADVERTISING EXPENSES	624.00				624.00		624.00
HASSETT HARDWARE/BLUETRAP CREDIT SERVICES	REPAIRS & MAINTENANCE	125.96				125.96		125.96
HOLMAN PROFESSIONAL COUNSELING CENTERS	EMPLOYEE ASSISTANCE PROGRAM SERVICES	289.00			98.88	102.67	87.45	289.00
IRON MOUNTAIN, INC	CONTRACTUAL SERVICES	149.00			149.00			149.00
KONICA MINOLTA	REPAIRS & MAINTENANCE	404.68			334.83	69.85		404.68
LENACO CORPORATION/BLUE RIBBON SUPPLY COMPANY	JANITORIAL SUPPLIES	3,189.46				2,239.19	950.27	3,189.46
MARINE LIEN SALE SERVICE	LIEN SALES	640.00				320.00	320.00	640.00
MARINE TAXONOMIC SERVICES, LTD	CONTRACTUAL SERVICES	3,200.00				3,200.00		3,200.00
MISSION LINEN & UNIFORM SUPPLY	UNIFORM SERVICES	991.44				991.44		991.44
MOFFATT & NICHOL ENGINEERS, INC	CONTRACTUAL SERVICES	3,446.50				3,446.50		3,446.50
MOTION INDUSTRIES DBA MOSS RUBBER & EQUIPMENT CORP	REPAIRS & MAINTENANCE	329.94				329.94		329.94
MRC SMART TECHNOLOGY SOLUTIONS	REPAIRS & MAINTENANCE	352.18					352.18	352.18
NAVIA BENEFIT SOLUTIONS	PAYROLL DEDUCTION PAYABLE	357.68	357.68					357.68
NORTH AMERICAN TITLE COMPANY	CONTRACTUAL SERVICES	39,000.00			39,000.00			39,000.00
OPERATING ENGINEERS TRUST	HEALTH INSURANCE PREMIUMS	36,931.00		36,931.00				36,931.00
OPERATING ENGINEERS UNION LOCAL 3	PAYROLL DEDUCTION PAYABLE	1,216.00	1,216.00					1,216.00
ORKIN SERVICES OF CALIFORNIA, INC	CONTRACTUAL SERVICES	135.00					135.00	135.00
PACIFICA COMMUNITY TELEVISION	CONFERENCES & MEETINGS	250.00			250.00			250.00
PG&E	UTILITIES	11,595.00				11,595.00		11,595.00
PINA, JOHN DBA GOPHER BUSTERS	CONTRACTUAL SERVICES	495.00				495.00		495.00
PHONDINI PARTNERS LLC	CONTRACTUAL SERVICES	3,645.00			3,645.00			3,645.00
PITNEY BOWES, INC/ PURCHASE PO	POSTAGE REPLENISHMENT	195.98				97.99	97.99	195.98
PYLE, ANITA	REIMB MILEAGE	470.96			470.96			470.96
RAUCH COMMUNICATION CONSULTANTS INC	CONTRACTUAL SERVICES	7,854.23			7,854.23			7,854.23
READY REFRESH BY NESTLE	OFFICE SUPPLIES	34.25					34.25	34.25
RECOLOGY OF THE COAST	GARBAGE SERVICES	20,507.77				20,507.77		20,507.77
REGIONAL GOVERNMENT SERVICES	CONTRACTUAL SERVICES	388.25			388.25			388.25
RICHARDS, WATSON & GERSHON	LEGAL SERVICES	1,410.00			1,410.00			1,410.00
ROBERT HALF INTERNATIONAL, INC	CONTRACTUAL SERVICES	18,684.80			9,110.00		9,574.80	18,684.80
SAFETY KLEEN SYSTEMS, INC	USED OIL PICK UP EXPENSES	170.00				170.00		170.00
SAN MATEO COUNTY RESOURCE CONSERVATION DIST.	WATER QUALITY ASSISTANCE	10,639.51				10,639.51		10,639.51
SAN MATEO DAILY JOURNAL	ADVERTISING EXPENSES	604.80				302.40	302.40	604.80
SMITH'S GOLF CARS	GOLF CAR	9,973.50					9,973.50	9,973.50
SOUTH SAN FRANCISCO SCAVENGER CO	GARBAGE SERVICES	2,517.20					2,517.20	2,517.20
SPECIAL DIST RISK MANAGEMENT AUTHORITY	HEALTH INSURANCE PREMIUMS	13,702.17		10,144.50	3,557.67			13,702.17
SPRINT/NEXTEL COMMUNICATIONS	TELEPHONE/COMMUNICATIONS	252.81					252.81	252.81
STANDARD INSURANCE COMPANY	LIFE & LTD INSURANCE	4,680.21		4,680.21				4,680.21
STAPLES ADVANTAGE	OFFICE SUPPLIES	1,486.66			812.59	488.51	185.56	1,486.66
TEAMSTERS LOCAL 856-HEALTH & WELFARE FUND	HEALTH INSURANCE PREMIUMS	6,282.09		6,282.09				6,282.09
TEAMSTERS UNION LOCAL 856	PAYROLL DEDUCTION PAYABLE	494.00	494.00					494.00
TECHNOLOGY, ENGINEERING CONSTRUCTION, INC	REPAIRS & MAINTENANCE	806.00					806.00	806.00
TERMINIX COMMERCIAL	CONTRACTUAL SERVICES	82.00				82.00		82.00
TURBO DATA SYSTEMS, INC	CITATION PROCESSING	212.78				49.36	163.42	212.78
U.S. BANK-CAL CARD	CAL-CARD EMPLOYEE PURCHASES	7,473.51			1,880.85	3,659.76	1,932.90	7,473.51
U.S. POSTAL SERVICE	PO BOX SERVICE	410.00			410.00			410.00
VANTAGEPOINT TRANSFER AGENTS	PAYROLL DEDUCTION PAYABLE	4,839.62	4,839.62					4,839.62
VERIZON WIRELESS	TELEPHONE/COMMUNICATIONS	746.75			441.32	272.91	32.52	746.75
WEST MARINE PRO	REPAIRS & MAINTENANCE	103.29				103.29		103.29
WITTWER PARKIN LLP	LEGAL SERVICES	10,154.45			9,390.45	764.00		10,154.45
ZENTNER AND ZENTNER	CONTRACTUAL SERVICES	3,583.20				3,583.20		3,583.20
ZERO WASTE USA	OPERATING SUPPLIES	554.56				554.56		554.56
ZUMAR INDUSTRIES	REPAIRS & MAINTENANCE	495.24				495.24		495.24
BYERS, STEVE	REFUND DEPOSIT	249.87					249.87	249.87
MCPHILLIPS, BRUCE	REFUND DEPOSIT	435.60					435.60	435.60
MITCHELL, GREG	REFUND DEPOSIT	475.20					475.20	475.20
TOTAL HANDCHECKS		400,501.47	31,154.00	90,857.61	88,163.99	139,574.36	50,751.51	400,501.47
TOTAL BILLS & CLAIMS		444,659.88	31,154.00	90,857.61	108,695.68	150,554.41	63,398.18	444,659.88

444,659.88

TRUE

BILLS AND CLAIMS FOR 5/20/19 BOARD MEETING			PAYROLL EMPLOYEES	PAYROLL BENEFITS	ADMIN & COMM	PILLAR POINT	OYSTER POINT	TOTAL ALL
VENDOR	DESCRIPTION	AMOUNT	DEDUCTION	RELATED	103	201	301	DEPTS
5 LARGEST PAYMENTS ON THE CAL CARD			PAYROLL EMPLOYEES	PAYROLL BENEFITS	ADMIN & COMM	PILLAR POINT	OYSTER POINT	TOTAL ALL
VENDOR	DESCRIPTION	AMOUNT	DEDUCTION	RELATED	103	201	301	DEPTS
KECO PUMP & EQUIPMENT	REPAIRS & MAINTENANCE	1,310.74				1,310.74		1,310.74
DYSON.COM	REPAIRS & MAINTENANCE	872.91					872.91	872.91
THE HOME DEPOT	OFFICE EQUIPMENTS	758.41			758.41			758.41
HARBOR FUEL DOCK	PATROL BOAT-FUEL	447.37				447.37		447.37
HARBOR FUEL DOCK	PATROL BOAT-FUEL	417.86				417.86		417.86
TOTAL		3,807.29	-	-	758.41	2,175.97	872.91	3,807.29

Legal Fees - Fiscal Years 2009 to 2019

Sum of Total Spent	Column Labels														Grand Total	
	AARONSON, DICKERSON, COHN &	BRAND/ NORMAN	COX, WOOTON, LERNER, GRIFFIN,	FRANK/LYNN S.	HANSON BRIDGETT LLP	JAY RESENDEZ, ATTORNEY AT LAW	KOTZEBUE/ MARGARET	KRAMER/ KAREN	LIEBERT, CASSIDY & WHITMORE///	MCGRATH INVESTIGATIONS	OPPENHEIMER / AMY	RICHARDS, WATSON & GERSHON	TOPLIFF/ MARY L.//	GOYETTE/ GRIFFITHS//	WITTWER PARKIN LLP	Grand Total
08-09	\$ 65,229.96	\$ 675.00							\$ 82,179.67			\$ 17,303.42				\$ 165,388.05
09-10	\$ 44,729.24								\$ 50,505.65			\$ 6,402.50				\$ 101,637.39
10-11	\$ 46,880.38								\$ 34,050.00			\$ 11,803.75				\$ 92,734.13
11-12	\$ 84,627.99								\$ 5,674.20			\$ 1,770.00				\$ 92,072.19
12-13	\$ 105,733.63					\$ 735.00			\$ 7,097.00							\$ 113,565.63
13-14	\$ 88,761.42		\$ 10,856.98					\$ 13,803.00	\$ 83,662.55		\$ 24,381.00					\$ 221,464.95
14-15	\$ 340.75		\$ 9,143.02		\$ 287,596.29		\$ 26,364.00		\$ 92,751.48							\$ 416,195.54
15-16			\$ 29,949.79	\$ 4,500.00	\$ 301,540.13	\$ 3,325.00			\$ 133,292.43	\$ 15,445.00						\$ 488,052.35
16-17			\$ 3,682.03		\$ 317,484.72				\$ 97,191.79							\$ 418,358.54
17-18					\$ 290,308.67				\$ 18,150.00				\$ 25,000.00			\$ 333,458.67
18-19 YTD*					\$ 361,423.88				\$ 8,259.50			\$ 1,410.00		\$ 50,429.75	\$ 24,325.95	\$ 445,849.08
Grand Total	\$ 436,303.37	\$ 675.00	\$ 53,631.82	\$ 4,500.00	\$ 1,558,353.69	\$ 4,060.00	\$ 26,364.00	\$ 13,803.00	\$ 612,814.27	\$ 15,445.00	\$ 24,381.00	\$ 38,689.67	\$ 25,000.00	\$ 50,429.75	\$ 24,325.95	\$ 2,888,776.52

*18-19 YTD is invoices received thru March 2019



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SPECIAL MEETING MINUTES

April 11, 2019
2:00 PM – 4:00 PM

San Mateo County Harbor District
Conference Room
504 Avenue Alhambra, Ste. 200
El Granada, CA 94018

- A.) Roll Call** 2:09 PM Commissioners Brennan, Larenas, Mattusch and Reyerling present.
Commissioner Chang Kiraly absent.
- B.) Public Comment** - None
- C.) Discussion:**
- Annual Goals and Objectives
 - Implementation of Goals and Objectives
 - Process to Complete Strategic Plan
 - Request to Initiate Master Planning Process

Attachments:

- **Notes from Board Retreat**
- **Draft Implementation Plan**
- **Results of Board Retreat Presentation**

2:47 PM – Commissioner Brennan leaves.

3:25 PM – Commissioner Brennan returns.

Motion: (Larenas/Mattusch) Authorize the Interim General Manager to advertise a Request for Proposal for a Master Planner or Master Plan firm.

- D.) Adjourn** 3:58 PM All in favor

Debbie Gehret
Deputy Secretary

Sabrina Brennan
President



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REGULAR MEETING MINUTES

April 17, 2019
6:30 PM

San Mateo County Harbor District
Conference Room
504 Avenue Alhambra, Ste. 200
El Granada, CA 94018

- A) Roll Call** 6:33 PM Commissioners Chang Kiraly, Larenas, Reyring, Mattusch present.
Commissioner Brennan absent.
7:08 PM Commissioner Brennan arrives.

B) 1. Public Comments/Questions

- **Bob Nesbit** – City Manager of Half Moon Bay – invitation to Community Preparedness Day in Half Moon Bay on May 4th, offer open for Harbor District to represent.
- **Eric Nelson** – comments regarding bathrooms at RV Park /Surfers Beach.

2. Commissioner Comments

- **Commissioner Chang Kiraly** – appreciates invitation to Community Preparedness Day.
- **Commissioner Larenas** – commented about recent attendance at workshops on living shorelines and resilience; sustainability on migration of birds, whales and mammals, and the Ocean Climate Summit.

C) Consent

ITEMS PULLED FROM CONSENT WILL BE HEARD AFTER DISCUSSION ITEMS.

1. Bills and Claims (van Hoff)

Recommendation: Review Pre-Approved Bills and Claims in the amount of \$1,269,300.64. Pre-Approve \$500,000 in Bills and Claims until next meeting.

2. **Minutes – Special Meeting March 14, 2019 (Gehret)**
Recommendation: Approve Minutes of the Special Meeting of March 14, 2019.
3. **Minutes – Special Meeting March 20, 2019 (Gehret)**
Recommendation: Approve Minutes of the Special Meeting of March 20, 2019.
4. **Minutes – Regular Meeting March 20, 2019 (Gehret)**
Recommendation: Approve Minutes of the Regular Meeting of March 20, 2019.
5. **Minutes – Special Meeting March 28, 2019 (Gehret)**
Recommendation: Approve Minutes of the Special Meeting of March 28, 2019.
6. **Commercial Activity Permit for Stephen Crevelli Sportfishing to Charter a Privately-Owned Vessel at Oyster Point Marina (Moren)**
Recommendation: Approve the Commercial Activity Permit (CAP) for Stephen Crevelli (Permittee) to charter a privately-owned uninspected vessel for fishing, sightseeing tours, special events and burials at sea at Oyster Point Marina (OPM) until December 31, 2019 and authorize the Interim General Manager to execute the permit in a form approved by legal counsel.
8. **San Mateo County Harbor District Governance & Policy Committee (van Hoff)**
Recommendation: Approve the Governance & Policy Committee's nomination of Frank "Bud" Ratts to serve as a public member of the Committee.
9. **Investment Report (van Hoff)**
Receive and file.

Items 7 and 10 pulled.

Motion (Mattusch/Chang Kiraly) Approve Consent Items 1-6, 8 & 9.

Ayes: Chang Kiraly, Larenas, Mattusch, Reyering

Nays: None

Absent: Brennan

Motion passed.

❖ 7:08 PM Commissioner Brennan arrives.

D) Discussion

11. Pillar Point Harbor West Trail Erosion Protection Project Update and Proposal for Board Consideration; Presentation (Pyle)

Motion: (Brennan/Larenas) Consider approval of GHD consultant's proposal to continue design/engineering and permitting work with an emphasis on the living shoreline alternative.

Ayes: All in favor

Motion passed.

14. Surfers Beach Replenishment Pilot Project Update and Proposal; Presentation (Pyle)

Motion: (Chang Kiraly/Larenas) Receive project update; authorize the Interim General Manager to execute a Professional Services Agreement with consultant Damitz for an amount not to exceed \$56,000 to complete project management for the Surfers Beach Restoration Pilot Project.

Ayes: All in favor

Motion passed.

15. Pillar Point Harbor Launch Ramp Dredge Project Update; Proposal Consideration; Presentation (Pyle)

Motion: (Chang Kiraly/Mattusch) Receive project update; authorize the Interim General Manager to execute a Professional Services Agreement with consultant Damitz for an amount not to exceed \$47,700 for continued project management services for the Pillar Point Harbor Launch Ramp Dredge Project.

Ayes: All in favor

Motion passed.

10. Monthly Capital Projects Update (Pyle)

Receive and file.

12. Oyster Point Marina Fuel System Transfer to City of South San Francisco (Moren)

Motion:(Mattusch/Larenas) Authorize Staff and District Counsel to send formal notice to the City of South San Francisco of the District's intent to cease operation and maintenance of the fuel system at Oyster Point Marina.

Ayes: All in favor

Motion passed.

13. Preliminary Budget for Fiscal Year 2019/20; Adopt Resolution No.19-08 (van Hoff)

- **Public Comment**

Bud Ratts – explained philosophy and support for changing the Budget into an Operating Budget and Capital Plan Budget, recommended by the Finance Committee.

Motion: (Larenas/Brennan) Adopt Resolution No.19-08 approving the Preliminary Budget for Fiscal Year 2019/20 with the following changes:

1. The Preliminary Budget shall contain two distinct sections – The Operating Budget and the Capital Plan Budget.
2. The Operating Budget shall contain appropriations for already approved Capital Projects and Vehicle & Vessel replacements. The appropriations for all other estimated costs associated with Capital Projects shall not be part of the 2019/20 Operating Budget. It is the intent of this Board to

amend Budget Appropriations when a capital project is presented to this Board, and the Board agrees that the project should proceed.

3. The Capital Plan Budget section of the document is a planning tool and shall not include a reference to appropriations.

Ayes: Brennan, Larenas, Reyring

Nays: Chang Kiraly, Mattusch

Motion passed.

7. Authorize Expenditure of Funds for Temporary Staffing Services, Not to Exceed \$300,000 (Pyle)

Motion: (Chang Kiraly/Brennan) Authorize the Interim General Manager to execute service agreements with Robert Half/Accountemps/Officeteam (Robert Half), Regional Government Services and other such agencies for temporary staffing needs as appropriate for a total not to exceed amount of \$300,000.

Ayes: All in favor

Motion passed.

E) Discussion/Action on Pulled Consent Items (if any)

F) Future Agenda Items

**G) March Activity Reports: Interim General Manager/Operations, Administration
Information only**

H) Standing Committee Meeting Summary:

- Policy Committee met March 25, 2019. See Consent Item 8.
- Climate Change Resilience Committee met April 9, 2019.
- Finance Committee met April 11, 2019.

I) Adjourn

Debbie Gehret
Deputy Secretary

Sabrina Brennan
President



Board of Harbor Commissioners

Sabrina Brennan, President
Edmundo Larenas, Vice President
Nancy Reyerling, Secretary
Tom Mattusch, Treasurer
Virginia Chang Kiraly, Commissioner
John Moren, Interim General Manager
William Parkin, District Counsel

San Mateo County Harbor District Board of Harbor Commissioners

“To assure the public is provided with clean, safe, well-managed, financially sound and environmentally pleasant marinas.”

SPECIAL MEETING MINUTES

May 7, 2019

11:20 AM

San Mateo County Harbor District
Conference Room
504 Avenue Alhambra, Ste. 200
El Granada, CA 94018

- A.) ROLL CALL** 11:29 PM Commissioners Brennan, Larenas, Reyerling present.
Commissioners Chang Kiraly, Mattusch absent.
11:41 PM Commissioner Chang Kiraly arrives.

B.) PUBLIC COMMENTS

- Matthew Clark of Granada Community Services District (GCSD) formally asking on behalf of GCSD to consider a joint venture if the Harbor Commission decides to go forward with the purchase of the property listed in Item 2. GCSD has an Ad hoc committee that could meet with the District to discuss details.
President Brennan suggested that two members of the Harbor District meet with the GCSD Ad hoc committee to discuss further.

C.) DISCUSSION

1) TITLE: Legislative Advocacy Services

Motion: (Brennan/Chang Kiraly) Authorize the Interim General Manager to execute a Professional Services Agreement (PSA) for Legislative Advocacy Services with Lighthouse Public Affairs LLC for a fixed retainer fee of \$5,000 per month and come back to the Board for consideration in August.

Ayes: Brennan, Chang Kiraly, Larenas, Reyerling

Nays: None

Absent: Mattusch

Motion passed.

D.) CLOSED SESSION 11:58 PM

2) TITLE: CONFERENCE WITH REAL PROPERTY NEGOTIATOR-

Government Code §54956.8

Property: APN 047-261-030, Parcel A

Agency Negotiator: John Moren, Interim General Manager

Negotiating Parties: Coastside Fire Protection District;
Brokerage Firm: Coldwell Banker

Under Negotiation: Instructions to negotiator concerning price and terms of payment

2) REPORT FROM CLOSED SESSION: In a motion by Commissioner Chang Kiraly, seconded by President Brennan, the Board voted in favor of authorizing the Interim General Manager to follow through with the purchase of APN 047-261-030, Parcel A.

Ayes: Brennan, Chang Kiraly, Larenas, Reyerling

Nays: None

Absent: Mattusch

Motion passed.

E.) ADJOURN 12:05 PM Motion: (Chang Kiraly/Brennan) to adjourn meeting.
All in favor

Debbie Gehret
Deputy Secretary

Sabrina Brennan
President



Staff Report

TO: Board of Harbor Commissioners

FROM: Julie van Hoff, Director of Administrative Services
Boomer Henthorne, Accounting Manager

DATE: May 20, 2019

SUBJECT: Third Quarter 2018/19 Financial Report and Transfer Appropriations

Recommendation/Motion:

Motion: Approve increase in budgetary appropriations (spending authority) of \$265,000 in Operating Expenses and decrease in budgetary appropriations of \$265,000 in Salaries and Benefits.

Policy Implications:

The Budget Appropriation Policy (4.9.2) requires that this Commission receive a quarterly financial report to review and ensure that all expenditures are within the approved appropriations. Quarterly reports are presented at the consolidated level (includes Pillar Point Harbor, Oyster Point Marina, and Administration).

Fiscal Implications/Budget Status:

None

Alternatives Considered:

None

Background/Discussion:

The table below presents a comparison between the Board approved FY 2018/19 budget (with revisions) and the year-to-date actuals for the first three quarters of the fiscal year (July 1, 2018 to March 31, 2019). The District continues a favorable financial outlook with revenues exceeding recurring expenditures by approximately \$3.2 million. This money was used to pay down \$2.3 million of the long-term retirement liability and this year's election costs.

Third Quarter 2018/19 Financial Report and Spending Authority Summary

Revenues

Revenues	Budget	YTD Actual	% of Budget
Enterprise Revenue	\$ 4,815,000	\$ 3,372,958	70%
Other Operating Revenue	7,336,245	5,738,970	78%
Total Revenues	\$ 12,151,245	\$ 9,111,928	75%

Recurring Expenditures

Spending Authority	Budget	YTD Actual	% of Budget
Salaries and Benefits	\$ 5,450,306	\$ 3,524,075	65%
Operating Expenses	3,030,200	2,399,102	79%
Total Expenditures	\$ 8,480,506	\$ 5,923,177	70%

One-time/biennial (Sources) Uses

Spending Authority	Budget	YTD Actual	% of Budget
Election Costs (Biennial)	\$ 830,000	\$ 859,313	104%
CalPERS Liability	2,300,000	2,300,000	100%
Capital Projects (CIP)	10,407,500	1,349,376	13%
FEMA Funding	(1,000,000)	-	0%
Total Non-Recurring (Sources) Uses	\$ 12,537,500	\$ 4,508,688	36%

Working Capital

	Budget	YTD Actual	% of Budget
Recurring Revenues	\$ 12,151,245	\$ 9,111,928	75%
Recurring Expenditures	(8,480,506)	(5,923,177)	70%
Subtotal	\$ 3,670,739	\$ 3,188,751	87%
Total Non-Recurring (Sources) Uses	12,537,500	4,508,688	36%
Increase (Decrease) Working Capital	\$ (8,866,761)	\$ (1,319,937)	15%

Enterprise Revenues are projected to be slightly below budget primarily due to lower than anticipated berth/slip fees at Oyster Point Marina. Other Operating Revenue is projected to be above budget due to higher than anticipated interest income.

Salaries and Benefits are projected to be below budget due to vacancies, while Operating Expenses are projected to be above budget primarily due to higher than anticipated settlement costs.

Capital Project spending is projected to be well below the budgeted appropriation authority.



Staff Report

TO: Board of Harbor Commissioners

FROM: Julie van Hoff, Director of Administrative Services
Boomer Henthorne, Accounting Manager

DATE: May 20, 2019

SUBJECT: Third Quarter – Fiscal Year 2018/19 (Q3-19) Rent Report

Recommendation/Motion:

Information only report

Policy Implications:

None

Fiscal Implications/Budget Status:

None

Alternatives Considered:

None

Background/Discussion:

This is the quarterly comparative report of lessee and commercial activity permit (CAP) revenue for the current fiscal year. All amounts shown are on an accrual basis, meaning these amounts are earned in the periods shown (Jul 2018 to Mar 2019), regardless of when the actual cash is collected. The first page of the report shows the results of Q3-19 (Jan to Mar 2019) and the prior two quarters of this fiscal year. Prior quarters in this fiscal year are updated to current, as we usually receive more information from our lease/CAP holders after the initial reporting to the Board. The second page of the report shows the entire prior fiscal year activity (Jul 2017 to Jun 2018) to give a comprehensive perspective.

Highlights to note on this report:

Pillar Point Harbor – Overall rent revenue for Q3-19 is down about \$12,000 compared to Q3-18. Three Quarters year-to-date (YTD) is down about \$19,000 compared to the same period last fiscal year. Several “percentage rent” reports have not been received yet. Percentage Rent reports from lessees were due to the District

on April 30, 2019 and staff is following up with individual lessees to get their reports on a timelier basis.

Oyster Point Marina –

From July 2018 to March 2019 (2018/19 Three Qtrs. YTD) revenues decreased by about \$59,000 as compared to July 2017 to March 2018 (2017/18 Three Qtrs. YTD) due to termination of the leases for OPM parcels B, C, D, and E. However, with the addition of Fathom Marine in October 2017 and the recent restructuring of the lease with Oyster Point Yacht Club, the District has been able to make up for some of those losses.

Summary/Recommendation:

No action is required. This is an Informational Item only.

Attachment:

1. [Q3-19 - Rent Report](#)
2. [Prior FY 2017/18 Rent Report](#)

Third Quarter - Fiscal Year 2018-19 Rent Report

			18-19 Q1		18-19 Q1 Total	18-19 Q2		18-19 Q2 Total	18-19 Q3		18-19 Q3 Total	18-19 - 3 Qtrs YTD Total	17-18 - 3 Qtrs YTD Total	VARIANCE Increase (Decrease)
Harbor	Lessee, CAP	Lessee Name	Base Rent	Percentage Rents		Base Rent	Percentage Rents		Base Rent	Percentage Rents				vs. 18-19 YTD
PPH	Lessee	Merva W. Inc.											\$ 15,666	\$ (15,666)
		McHenry Fisheries	\$ 8,610	\$ 1,936	\$ 10,546	\$ 8,610	\$ 1,286	\$ 9,896	\$ 8,610	\$ 205	\$ 8,815	\$ 29,258	\$ 12,906	\$ 16,351
		Morning Star	\$ 8,610	\$ 505	\$ 9,115	\$ 8,610	\$ 982	\$ 9,592	\$ 8,610	\$ 180	\$ 8,790	\$ 27,498	\$ 27,065	\$ 433
		Three Captains	\$ 8,610	\$ 569	\$ 9,179	\$ 8,610	\$ -	\$ 8,610	\$ 8,610	\$ -	\$ 8,610	\$ 26,399	\$ 39,103	\$ (12,704)
		HMB Sport Fishing	\$ 1,418	\$ 11,762	\$ 13,180	\$ 1,418	\$ 5,341	\$ 6,759	\$ 1,418	\$ 1,022	\$ 2,440	\$ 22,379	\$ 16,392	\$ 5,987
		Ketch Café	\$ 1,812	\$ 0	\$ 1,812	\$ 1,812	\$ 0	\$ 1,812	\$ 1,883	\$ 0	\$ 1,883	\$ 5,506	\$ 5,323	\$ 183
		Ketch Joanne	\$ 9,809	\$ 23,050	\$ 32,858	\$ 9,809	\$ 23,167	\$ 32,976	\$ 10,191	\$ 16,655	\$ 26,847	\$ 92,681	\$ 96,933	\$ (4,252)
		Mavericks	\$ 6,985		\$ 6,985	\$ 7,179		\$ 7,179	\$ 7,195		\$ 7,195	\$ 21,359	\$ 20,737	\$ 622
		Order At The Corner	\$ 5,277	\$ 9,354	\$ 14,631	\$ 5,277	\$ 10,745	\$ 16,023	\$ 5,483	\$ -	\$ 5,483	\$ 36,137	\$ 46,839	\$ (10,701)
		KN Fuel & Ice	\$ -	\$ 2,337	\$ 2,337	\$ -	\$ 2,337	\$ 2,337	\$ 3,429	\$ 0	\$ 3,429	\$ 8,103	\$ 7,216	\$ 887
		KN RV Lot	\$ 7,500	\$ 0	\$ 7,500	\$ 7,500	\$ 0	\$ 7,500	\$ 7,500	\$ 0	\$ 7,500	\$ 22,500	\$ 22,500	\$ (0)
	Lessee Total		\$ 58,632	\$ 49,513	\$ 108,145	\$ 58,825	\$ 43,858	\$ 102,684	\$ 62,929	\$ 18,062	\$ 80,991	\$ 291,820	\$ 310,679	\$ (18,859)
	CAP	Ankeny Street		\$ 1,457	\$ 1,457		\$ 995	\$ 995		\$ -	\$ -	\$ 2,452	\$ 2,321	\$ 131
		Blue Water Ventures		\$ 0	\$ 0		\$ 21	\$ 21		\$ -	\$ -	\$ 21	\$ 67	\$ (46)
		California Canoe & Kayak		\$ 0	\$ 0		\$ 0	\$ 0		\$ -	\$ -	\$ 0	\$ 52	\$ (52)
		Dead West Sportfishing		\$ 0	\$ 0		\$ 19	\$ 19		\$ -	\$ -	\$ 19	\$ 0	\$ 19
		HMB Kayak	\$ 1,800	\$ 5,459	\$ 7,259	\$ 1,800	\$ 2,080	\$ 3,880	\$ 1,800	\$ -	\$ 1,800	\$ 12,940	\$ 11,918	\$ 1,021
		Mooch Better Fishing		\$ 585	\$ 585		\$ 334	\$ 334		\$ -	\$ -	\$ 919	\$ 488	\$ 430
		Huli Cat		\$ 1,313	\$ 1,313		\$ 1,283	\$ 1,283		\$ 234	\$ 234	\$ 2,830	\$ 2,938	\$ (107)
		Lucky Lindy Handicrafts		\$ 0	\$ 0		\$ 0	\$ 0		\$ -	\$ -	\$ 0	\$ 126	\$ (126)
		New Captain Pete		\$ 0	\$ 0		\$ 0	\$ 0		\$ -	\$ -	\$ 0	\$ 2,648	\$ (2,648)
		Sea Pure	\$ 1,500		\$ 1,500	\$ 1,500		\$ 1,500	\$ 1,500		\$ 1,500	\$ 4,500	\$ 4,500	\$ -
		Walters Coastal Charters		\$ 726	\$ 726		\$ 97	\$ 97		\$ 32	\$ 32	\$ 856	\$ 668	\$ 188
		A.C. Fishing Charters		\$ 0	\$ 0		\$ 0	\$ 0		\$ -	\$ -	\$ 0	\$ 164	\$ (164)
		Thomas Joseph					\$ 58	\$ 58		\$ -	\$ -	\$ 58		\$ 58
	CAP Total		\$ 3,300	\$ 9,540	\$ 12,840	\$ 3,300	\$ 4,887	\$ 8,187	\$ 3,300	\$ 267	\$ 3,567	\$ 24,594	\$ 25,891	\$ (1,297)
PPH Total			\$ 61,932	\$ 59,054	\$ 120,985	\$ 62,125	\$ 48,746	\$ 110,871	\$ 66,229	\$ 18,329	\$ 84,558	\$ 316,414	\$ 336,571	\$ (20,156)
OPM	Lessee	OPMV - Parcel B											\$ 6,284	\$ (6,284)
		OPMV - Parcel C											\$ 16,865	\$ (16,865)
		OPMV - Parcel D											\$ 11,384	\$ (11,384)
		OPMV - Parcel E											\$ 24,959	\$ (24,959)
		Oyster Point Yacht Club	\$ 858	\$ (221)	\$ 637	\$ 858	\$ 151	\$ 1,009	\$ 1,426	\$ 2,009	\$ 3,435	\$ 5,081	\$ 2,651	\$ 2,430
		WETA Ferry Terminal	\$ 16,636		\$ 16,636	\$ 16,636		\$ 16,636	\$ 16,636		\$ 16,636	\$ 49,909	\$ 49,909	\$ -
	Lessee Total		\$ 17,494	\$ (221)	\$ 17,273	\$ 17,494	\$ 151	\$ 17,645	\$ 18,062	\$ 2,009	\$ 20,072	\$ 54,990	\$ 112,052	\$ (57,062)
	CAP	Action Sports SF	\$ 750	\$ -	\$ 750	\$ 750	\$ -	\$ 750	\$ 750	\$ -	\$ 750	\$ 2,250	\$ 900	\$ 1,350
		Bay Area Air Quality	\$ 195		\$ 195	\$ 195		\$ 195	\$ 195		\$ 195	\$ 585	\$ 585	\$ -
		Donald Smith		\$ 0	\$ 0		\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 9	\$ (9)
		Fathom Marine LLC	\$ 6,600	\$ 494	\$ 7,094	\$ 6,600	\$ 284	\$ 6,884	\$ 6,600	\$ -	\$ 6,600	\$ 20,578	\$ 12,355	\$ 8,222
		Prop SF	\$ 2,700		\$ 2,700	\$ 2,700		\$ 2,700	\$ 2,700		\$ 2,700	\$ 8,100	\$ 8,100	\$ -
		Tideline Marine Group											\$ 84	\$ (84)
		Wind Over Water Kiteboarding	\$ 600	\$ 371	\$ 971	\$ 600	\$ 53	\$ 653	\$ 600	\$ -	\$ 600	\$ 2,223	\$ 1,200	\$ 1,023
	CAP Total		\$ 10,845	\$ 864	\$ 11,709	\$ 10,845	\$ 337	\$ 11,182	\$ 10,845	\$ 0	\$ 10,845	\$ 33,736	\$ 23,233	\$ 10,503
OPM Total			\$ 28,339	\$ 643	\$ 28,982	\$ 28,339	\$ 488	\$ 28,827	\$ 28,907	\$ 2,009	\$ 30,917	\$ 88,726	\$ 135,285	\$ (46,559)
Grand Total			\$ 90,271	\$ 59,697	\$ 149,968	\$ 90,464	\$ 49,234	\$ 139,698	\$ 95,136	\$ 20,338	\$ 115,475	\$ 405,140	\$ 471,855	\$ (66,715)

Prior Fiscal Year 2017-18 Rent Report

Total Charged			Fiscal Year	Fiscal Quarter	Charge Type Summary				
			17-18						17-18 Total
			Q1	Q2	Q3	Q4			
Harbor	Lessee, CAP	Lessee Name							
PPH	Lessee	Merva W. Inc.	\$ 9,881	\$ 5,784					\$ 15,666
		McHenry Fisheries		\$ 4,367	\$ 8,539	\$ 8,684		\$ 21,590	
		Morning Star	\$ 8,865	\$ 9,511	\$ 8,690	\$ 8,833		\$ 35,898	
		Three Captains	\$ 19,878	\$ 10,413	\$ 8,813	\$ 8,915		\$ 48,018	
		HMB Sport Fishing	\$ 8,345	\$ 4,953	\$ 3,094	\$ 8,243		\$ 24,635	
		Ketch Café	\$ 1,756	\$ 1,756	\$ 1,812	\$ 1,812		\$ 7,135	
		Ketch Joanne	\$ 35,126	\$ 32,689	\$ 29,118	\$ 32,749		\$ 129,683	
		Mavericks	\$ 6,782	\$ 6,970	\$ 6,985	\$ 6,985		\$ 27,722	
		Order At The Corner	\$ 17,964	\$ 16,755	\$ 12,120	\$ 13,140		\$ 59,978	
		KN Fuel & Ice	\$ 2,439	\$ 2,439	\$ 2,337	\$ 2,337		\$ 9,552	
		KN RV Lot	\$ 7,500	\$ 7,500	\$ 7,500	\$ 7,500		\$ 30,000	
	Lessee Total		\$ 118,536	\$ 103,136	\$ 89,008	\$ 99,198		\$ 409,877	
	CAP	Ankeny Street	\$ 1,303	\$ 909	\$ 109	\$ 754		\$ 3,075	
		Blue Water Ventures			\$ 67	\$ 0		\$ 67	
		California Canoe & Kayak	\$ 5	\$ 25	\$ 23	\$ 5		\$ 57	
		HMB Kayak	\$ 6,392	\$ 2,595	\$ 2,932	\$ 4,896		\$ 16,814	
		Mooch Better Fishing	\$ 389	\$ 92	\$ 7	\$ 255		\$ 744	
		Huli Cat	\$ 1,793	\$ 1,022	\$ 123	\$ 944		\$ 3,882	
		Lucky Lindy Handicrafts	\$ 70	\$ 56	\$ 0	\$ 0		\$ 126	
		New Captain Pete	\$ 2,482	\$ 167	\$ 0	\$ 42		\$ 2,690	
		Sea Pure	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500		\$ 6,000	
		Walters Coastal Charters	\$ 581	\$ 88	\$ 0	\$ 302		\$ 970	
		A.C. Fishing Charters	\$ 164		\$ 0	\$ 0		\$ 164	
	CAP Total		\$ 14,677	\$ 6,453	\$ 4,761	\$ 8,697		\$ 34,589	
PPH Total			\$ 133,213	\$ 109,588	\$ 93,769	\$ 107,895		\$ 444,466	
OPM	Lessee	OPMV - Parcel B	\$ 6,284					\$ 6,284	
		OPMV - Parcel C	\$ 16,865					\$ 16,865	
		OPMV - Parcel D	\$ 11,384					\$ 11,384	
		OPMV - Parcel E	\$ 24,959					\$ 24,959	
		Oyster Point Yacht Club	\$ 690	\$ 375	\$ 1,586	\$ 350		\$ 3,001	
		WETA Ferry Terminal	\$ 16,636	\$ 16,636	\$ 16,636	\$ 16,636		\$ 66,546	
	Lessee Total		\$ 76,818	\$ 17,011	\$ 18,223	\$ 16,986		\$ 129,038	
	CAP	Action Sports SF	\$ 300	\$ 300	\$ 300	\$ 1,000		\$ 1,900	
		Bay Area Air Quality	\$ 195	\$ 195	\$ 195	\$ 195		\$ 780	
		Fathom Marine LLC		\$ 6,150	\$ 6,205	\$ 6,509		\$ 18,864	
		Prop SF	\$ 2,700	\$ 2,700	\$ 2,700	\$ 2,700		\$ 10,800	
		Tideline Marine Group	\$ 84					\$ 84	
		Wind Over Water Kiteboarding	\$ 300	\$ 300	\$ 600	\$ 972		\$ 2,172	
		Donald Smith			\$ 9	\$ 0		\$ 9	
	CAP Total		\$ 3,579	\$ 9,645	\$ 10,010	\$ 11,375		\$ 34,609	
OPM Total			\$ 80,396	\$ 26,656	\$ 28,232	\$ 28,362		\$ 163,647	
Grand Total			\$ 213,609	\$ 136,245	\$ 122,001	\$ 136,257		\$ 608,112	



Staff Report

TO: Board of Harbor Commissioners
FROM: Anita Pyle, Interim Director of Operations
DATE: May 20, 2019
SUBJECT: Monthly Capital Projects Update

Recommendation/Motion:

Receive Monthly Capital Projects update.

Fiscal Implications/Budget Status:

All Capital Projects are budgeted appropriately.

Capital Projects Update:

- **PPH Johnson Pier Reconfiguration, H-Dock and Fuel Dock Replacement Project: Initiated Jan. 2017**
 - Met with consultant several times in 2017 to work on drafts/revisions of drawings to prepare for meeting with public/tenants/stakeholders
 - H-Dock replacement meeting to gain input from public/tenants/stakeholders was held January 23, 2018 at the Half Moon Bay Yacht Club (HMBYC).
 - Public input was addressed in a new drawing and sent with an additional questionnaire to all H-Dock tenants on March 21, 2018.
 - Addressed input gathered at first meeting and from questionnaire for H-Dock replacement. Second public meeting held May 15, 2018 at the HMBYC.
 - Terminus reconfiguration preliminary stakeholder/public meetings held on May 29, 2018 and July 17, 2018 to gather input/ideas on needed alterations.
 - Design/engineering consultant M&N provided a project update at the March 20, 2019 Board meeting, along with proposal to combine Johnson Pier Terminus Reconfiguration so that programmatic permitting can be made most cost efficient.

- **PPH Johnson Pier Timber Platform Piling Repair Project: Initiated Mar. 2019**
 - Project to be completed as soon as possible to stabilize the timber platform until the reconfiguration construction can take place.
 - Consultant M&N working on Design/Engineering/Permitting.

- **PPH Fishing Pier Repair and Access Walkway Rehabilitation: Initiated Mar. 2017**
 - Consultant M&N working on Design/Engineering/Permitting.
 - Initial drawings and technical memos submitted for review 2/22/18
 - 65% submittals reviewed May 2nd, consultant working on revisions.
 - Coastal Development Permit (CDP), Nationwide Permit (NWP), and Notice of Intent (NOI) applications submitted on June 22, 2018.
 - California Coastal Commission (CCC) CDP waiver approved in October 2018.
 - 95% tech specs for ITB are being completed.
 - Design/engineering consultant M&N provided a project update at the March 20, 2019 Board meeting.

- **PPH West Trail Shoreline Protection Project: Initiated May 2015**
 - Geotech testing, core sampling, took place 11/6/17. CCC issued an Incomplete Filing Status on 1/17/18. Consultant (GHD) currently revising Project plans and addressing CCC concerns.
 - Met with GHD and their sub-consultant (ESA) at West Trail on 2/15/18 to discuss soil nail wall construction methods for further submittals to CCC.
 - GHD provided update presentation to Public/Board at April 18, 2018 Board of Commissioners (BoC) Meeting.
 - Consultant GHD directed to re-look at beach nourishment alternatives with emphasis on Living Shoreline options per CCC Incomplete Filing Status notification letter. GHD working with Program Manager to apply for Coastal Conservancy Grant for funds assist.
 - Project consultants GHD/ESA provided a project update and proposal for Board consideration at the April 17, 2019 Board meeting. Proposal was approved, GHD/ESA Team working on design, engineering and permitting.

- **PPH Launch Ramp Dredge Project: Initiated May 2016**
 - Bid Docs 80% complete, awaiting final tech specs CDP submittal. Additional sediment testing was required for use of airport property.
 - Project approved for Disaster Relief Funding by Federal Emergency Management Agency/California Office of Emergency Services (FEMA/CalOES).
 - Federal Aviation Administration (FAA) approved staging site within airport boundary.
 - Sediment removed will be beneficially re-used either at Surfers Beach or West Trail.
 - Airport ground lease for sediment staging has been approved by HMB Airport.
 - Additional Wetlands Delineation study was found to be necessary, in progress.
 - Project Invitation for Bid advertised March 2019.
 - Single bid received is being evaluated by design/engineering team.

- **PPH Launch Ramp and Restroom Replacement Project: Initiated Mar. 2017**
 - Applied for \$3.7M Division of Boating and Waterways (DBW) Launch Ramp Facilities Grant for funding, Board approval application Jan 17, 2018.
 - Met with DBW reps at launch ramp site on April 3, 2018 for a site needs evaluation, appears favorable for restroom, boat wash, rip/rap erosion repair, drainage trench and fish cleaning station replacement.
 - Discussed DBW Launch Ramp Facilities Grant again with DBW staff at site on October 24, 2018, award results have been delayed due to funding challenges.

- **PPH RV Park Restroom Project: Initiated Nov. 2017**
 - Consultant working on survey and initial drawings. Met with City of Half Moon Bay and CCC on June 1, 2018.
 - Discussed project with CCC on October 3, 2018.
 - HMB Study Session held Jan 8, 2019.
 - Met with City of Half Moon Bay and tenant (K&N Properties) on Jan 25, 2019, discussed public input from Study Session and potential preferred site location.
 - Met with John Mathews Architects April 1, 2019 to put together alternative drawings for later consultation w/ City of HMB.
 - No further actions will be taken until Board direction has been received.

- **PPH Harbormaster's Office Alterations Project: Initiated Oct. 2017**
 - Project approved by Board at December 2017 meeting. Tech Specs, Bid Docs and permitting in progress.
 - Preliminary construction drawings currently at 90% completion, CCC/CDP Waiver approved.
 - Consultant and staff working on construction Invitation for Bid docs.

- **PPH Renovation of West Restroom/Shower/Laundry: Initiated Oct. 2017**
 - Renovate tenant use building, adding public restrooms. Project will progress at Board direction after Master Plan has been vetted.

- **PPH West Trail Restroom and Pave Parking Lot: Initiated Mar. 2018**
 - Project was on hold due to conflicting adjacent parking lot repair project.
 - Project will progress at Board direction after Master Plan has been vetted.

- **PPH Parking Lot B, C2, C3 Repair Project: Initiated May 2018**
 - Slurry/stripe project schedule pushed out due to conflict with Sidewalk Expansion priority project.
 - Project planning will resume after policies for long term oversize vehicle use in lot have been vetted.

- **PPH Exterior Lighting Restoration Project: Initiated Apr.2018**
 - Scope includes removal/replacement of all exterior lamp and lighting fixtures throughout Pillar Point Harbor. Project will proceed in accordance with Board direction after Master Plan has been vetted.

- **Surfers Beach Sand Replenishment Pilot Project: Initiated Oct. 2015**
 - Consultant working closely with Sanctuary staff to move forward, clarification request letters sent 11/7/17. Staff attended Monterey Bay National Marine Sanctuary (MBNMS) Advisory Council meeting in Monterey December 15, 2017.
 - Staff and consultant hosted combined agency, meeting on site 2/26/18. US Army Corps of Engineers (USACE), Sanctuary, CCC, Environmental Protection Agency (EPA) reps in attendance.
 - Consultant Damitz met with USACE, National Oceanic and Atmospheric Administration (NOAA) and Greater Farallones National Marine Sanctuary (GFNMS) on 5/3/18 to discuss monitoring strategy.
 - Consultant Damitz presented Project update at May 23, 2018 Board meeting.
 - Division of Boating and Waterways (DBW) Grant approved, Board approved Grant Agreement at May 23, 2018 meeting.
 - Engineering and Sediment Sampling/Analysis RFP submissions opened on 8/14/18. Highest ranked respondents awarded contracts.
 - Technical Advisory Group to meet November 8, 2018.
 - Meeting with regulatory authorities to discuss permitting occurred January 31, 2019.
 - Consultant Damitz provided Board update on April 2019. Tech Specs and permitting in progress.

- **OPM Dock 12 (13,14) / East Dock Replacement: Initiated Mar. 2018**
 - Project design/engineering Request for Proposal (RFP) has been completed. Project will proceed in accordance with Board direction and Memorandum of Understanding (MOU) terms.

- **Signage/Wayfinding Program Project: Initiated Jun. 2018**
 - Project will include a programmatic plan for new aesthetically pleasing interpretive signage/wayfinding consistent with ADA guidelines. Project will proceed at Board direction after Master Plan has been vetted.



Staff Report

TO: Board of Harbor Commissioners

FROM: Julie van Hoff, Director of Administrative Services

DATE: May 20, 2019

SUBJECT: Labor and Employment Legal Services

Recommendation/Motion:

Motion: Authorize the Interim General Manager to execute a Professional Services Agreement (PSA) for Labor and Employment Legal Services with the highest ranked firm, Ogletree, Deakins, Nash, Smoak & Stewart, P.C.

Policy Implications:

These services are necessary to assist the District with compliance with Labor and Employment laws and provide the District with legal representation for labor related claims and legal proceedings.

Fiscal Implications/Budget Status:

Board approved operating expenditure appropriations are expected to be sufficient to cover this expenditure. Over the last ten years, labor and employment legal services averaged around \$55,000 per year with the highest year at \$133,000 and the lowest at \$5,600.

Background:

On January 16, 2019 the Harbor Commission directed the Interim General Manager to issue a Request for Proposals (RFP) for Labor and Employment Legal Services. On January 22, 2019 the District issued an RFP inviting qualified legal firms to submit a proposal by February 28, 2019.

The District requested the following summary scope of legal services (detailed in RFP-Exhibit A of Attachment Draft Professional Services Agreement):

- Provide labor and employment legal advice;
- Represent the District in labor and employment legal matters;
- Be accessible on an emergency basis;
- Assist with enforcement of State and local laws and codes;
- Prepare annual audit letter;

- Make written and oral reports to the Board regarding status of any legal actions in which the District may be involved;
- Provide updates regarding legal developments that may impact the District; and
- Provide compliance training.

Seven interested firms responded to the Request for Proposals (RFP); 1) Burke, Williams & Sorensen, LLP; 2) Cole Huber, LLP, 3) Liebert Cassidy Whitmore, 4) Ogletree, Deakins, Nash, Smoak & Stewart, P.C.; 5) Renne Public Law Group; 6) Richards Watson Gershon; and 7) Wiley Price & Radulovich, LLP.

Staff compared the proposals to the RFP and rated the Proposals using the following criteria: 0-30 points for Proposal Understanding and Approach to the Scope of Services, 0-35 Points for Proposer's Qualification and Experience, 0-35 Points for Cost Proposal.

The ratings and proposals were forwarded to the Ad Hoc Search Committee, Board President Sabrina Brennan and Board Vice President Ed Larenas, for review. The top three rated firms were invited to an interview on March 25 or March 26.

Based on the Proposals submitted and the interview results, the Ad Hoc Search Committee recommends that the District enter into an agreement with Ogletree, Deakins, Nash, Smoak & Stewart, P.C.

Summary/Recommendation:

Staff recommends that the Board authorizes the Interim General Manager to execute a PSA with Ogletree, Deakins, Nash, Smoak & Stewart, P.C.

Attachments:

1. [Draft Professional Services Agreement including exhibits as follows-
Exhibit A – Labor and Employment Legal Services RFP
Exhibit B –Ogletree, Deakins, Nash, Smoak & Stewart, P.C. Proposal \(not including redlined version of sample agreement or Dun & Bradstreet Financial Statement\)](#)
2. Electronic copy of all Proposals received, along with a full copy of the Ogletree Proposal, are posted on the District's website at [Labor and Employment Legal Service Proposals](#) .

AGREEMENT

LABOR AND EMPLOYMENT LEGAL SERVICES

THIS AGREEMENT is made as of this _____, 2019, by and between the **San Mateo County Harbor District** ("District") and Ogletree, Deakins, Nash, Smoak & Steward, P.C. ("Contractor").

WHEREAS, the District desires to obtain professional services in connection with Labor and Employment Legal Services (Project) and has issued an RFP dated January 22, 2019 a copy of which is attached and incorporated as Exhibit A; and

WHEREAS, Contractor desires to perform such services and has represented that it is experienced and qualified to perform such services. It has submitted a written proposal, dated February 28, 2019, a copy of which is attached and incorporated as Exhibit B; and

WHEREAS, the District's Board of Harbor Commissioners, at its meeting on _____, 2019, authorized the General Manager to enter into this Agreement.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. RENDITION OF SERVICES

The Contractor agrees to provide professional services to the District in accordance with the terms and conditions of this Agreement. In the performance of its work, the Contractor represents that it (1) has and will exercise the degree of professional care, skill, efficiency, and judgment of contractors with special expertise in providing such services; (2) carries all applicable licenses, certificates, and registrations in current and good standing that may be required to perform the work; and (3) will retain all such licenses, certificates, and registrations in active status throughout the duration of this engagement.

2. SCOPE OF SERVICES

Contractor will provide District the scope of services set forth in Exhibit A in accordance with the terms and conditions of this Agreement. In the event of any inconsistency between the terms of this Agreement and the terms of Exhibit A, this agreement shall prevail.

3. SCHEDULE

Contractor will commence work upon District's direction and unless the Agreement is terminated sooner pursuant to Section 20 will complete all work requested by the District.

4. KEY PERSONNEL

It is understood and agreed by the parties that at all times during the term of this Agreement that Karen Tynan shall serve as the primary staff person of the Contractor to undertake, render and oversee all of the services under this Agreement. Upon written notice by the Contractor and approval by the District, which will not be unreasonably withheld, the Contractor may substitute this person with another person, who shall possess similar qualifications and experience for this position.

5. COMPENSATION

The District agrees to pay Contractor the following hourly rates for attorneys assigned to represent the District:

Special Counsel	\$415
Alternate Special Counsel	\$455
Associate 1	\$315
Associate 2	\$330

Hourly rates include all billable costs up to 2.5% of the total fees billed; calculated on the standard “unburdened hourly rates by Contractor timekeeper, and by calendar year. The unburned hourly rates for this calculation are as follows:

Special Counsel	\$450
Alternate Special Counsel	\$490
Associate 1	\$340
Associate 2	\$355

6. NOTICES

All communications relating to the day-to-day activities of the Project shall be exchanged between the District’s Director of Administrative Services and the Contractor’s Associate Attorney

All other notices and communications regarding interpretation of the terms of this Agreement and changes thereto shall be given to the other party in writing and may be given by personal delivery to a representative of the parties or by mailing the same, postage prepaid, addressed as follows:

If to the District: San Mateo County Harbor District
504 Ave. Alhambra, 2nd Floor
P.O. Box 1449
El Granada, CA 94018
Attention: General Manager

If to the Contractor: Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
500 Capitol Mall, Suite 2500
Sacramento, CA 95814
Attention: Karen Tynan

The address to which mailings may be made may be changed from time to time by notice mailed as described above. Any notice given by mail shall be deemed given on the day after that on which it is deposited in the United States Postal Service as provided above.

7. OWNERSHIP OF WORK

All reports, designs, drawings, plans, photographic images, video and sound recording, specifications, analyses, charts, tables, schedules and all other materials prepared, or in the process of being prepared, for the services to be performed by the Contractor shall be and are the property of the District. The District shall be entitled access to and copies of these materials during the progress of the work. Any such materials remaining in the hands of the Contractor or in the hands of any subcontractor upon completion or termination of the work shall be immediately delivered to the District. If any materials are lost, damaged or destroyed before final delivery to

the District, the Contractor shall replace them at its own expense, and the Contractor assumes all risks of loss, damage or destruction of or to such materials. The Contractor may retain a copy of all materials produced under this Agreement for its use in its general business activities.

Any and all rights, title, and interest (including, without limitation, patent rights, copyright and any other intellectual-property or proprietary right) to materials prepared under this Agreement are hereby assigned to the District. The Contractor agrees to execute any additional documents which may be necessary to evidence such assignment.

The Contractor represents and warrants that all materials prepared under this Agreement are original or developed from materials in the public domain (or both) and that all materials prepared under and services provided under this Agreement do not infringe or violate any copyright, trademark, patent, trade secret, or other intellectual-property or proprietary right of any third party.

8. CONFIDENTIALITY

Any District materials to which the Contractor has access or materials prepared by the Contractor during the course of this Agreement ("confidential information") shall be held in confidence by the Contractor, who shall exercise all reasonable precautions to prevent the disclosure of confidential information to anyone except the officers, employees, and agents of the Contractor as necessary to accomplish the rendition of services set forth in Section 2 of this Agreement.

The Contractor, its employees, subcontractors, and agents shall not release any reports, information or other materials prepared in connection with this Agreement, whether deemed confidential or not, to any third party without the approval of the District.

9. SUBCONTRACTORS

The Contractor shall not subcontract any services to be performed by it under this Agreement without the prior written approval of the District, except for service firms engaged in drawing, reproduction, typing, and printing. Any subcontractors must be engaged under written contract with the Contractor with provisions allowing the Contractor to comply with all requirements of this Agreement, including without limitation the "Ownership of Work" provisions in Section 7. The Contractor shall be solely responsible for reimbursing any subcontractors, and the District shall have no obligation to them.

10. CHANGES

The District may, at any time, by written order, make changes within the scope of work and services described in this Agreement. If such changes cause an increase in the budgeted cost of or the time required for performance of the agreed upon work, an equitable adjustment as mutually agreed shall be made in the limit on compensation as set forth in Section 5 or in the time of required performance as set forth in Section 3, or both. In the event that the Contractor encounters any unanticipated conditions or contingencies that may affect the scope of work or services, schedule, or the amount of compensation specified herein, the Contractor shall so advise the District immediately upon notice of such condition or contingency. The written notice shall explain the circumstances giving rise to the unforeseen condition or contingency and shall set forth the proposed adjustment in schedule or compensation. This notice shall be given to the District prior to the time that the Contractor performs work or services related to any proposed

adjustment. The pertinent changes shall be expressed in a written supplement to this Agreement prior to implementation of such changes.

11. RESPONSIBILITY; INDEMNIFICATION

The Contractor shall indemnify, keep and save harmless the District and its Commissioners, officers, agents and employees against any and all suits, claims or actions arising out of any of the following:

- A. Any injury to persons or property that may occur, or that may be alleged to have occurred, arising from the performance of this Agreement by the Contractor caused by a negligent act or omission or willful misconduct of the Contractor or its employees, subcontractors or agents; or
- B. Any allegation that materials or services provided by the Contractor under this Agreement infringe or violate any copyright, trademark, patent, trade secret, or any other intellectual-property or proprietary right of any third party.

The Contractor further agrees to defend any and all such actions, suits or claims, with counsel acceptable to the District in its sole discretion and pay all charges of attorneys and all other costs and expenses of defenses as they are incurred. If any judgment is rendered, or settlement reached, against the District, or any of the other individuals enumerated above in any such action, the Contractor shall, at its expense, satisfy and discharge the same. This indemnification shall survive termination or expiration of the Agreement. Should the application of this provision trigger an exclusion under the Contractor's applicable professional liability insurance policy or policies, or otherwise result in a denial of coverage by Contractor's carriers, then this provision will be deemed inapplicable and void.

12. INSURANCE

A. Types of Insurance

The Contractor shall not commence work until proper evidence of insurance coverage of the types and amounts specified in this section has been provided to the District. The Contractor shall not violate or permit to be violated any conditions or provisions of said policies of insurance, and at all times shall satisfy the requirements of the insurer for the purpose of maintaining said insurance in effect.

If any claim is made by any third person against the Contractor on account of any incident connected to the Agreement, the Contractor shall promptly report the fact in writing to the District, giving full details of the claim.

Any person, firm, or corporation that the Contractor authorizes to work upon the District's property, including any subcontractor, shall be deemed to be the Contractor's agent and shall be subject to all applicable terms of this Agreement. Prior to the Contractor's start of the work or entry onto the District's property, the Contractor agrees to require its subcontractors to procure and maintain, at the Contractor's (or its subcontractor(s)') sole cost and expense (and to prove to the District's reasonable satisfaction that it remains in effect throughout the performance of the work under this Agreement), the kinds of insurance described below. Such insurance must remain in effect throughout the term of this Agreement and will be at the sole cost and expense of the Contractor (or its subcontractor(s)).

1) Commercial General Liability Insurance

The Contractor shall, at its own expense, procure and maintain Commercial General Liability insurance providing bodily injury and property damage coverage with a combined limit of at least One Million Dollars (\$1,000,000) each occurrence and a general aggregate limit of at least Two Million Dollars (\$2,000,000). This insurance shall include, but not be limited to, premises and operations, personal injury, products and completed operations, and broad form property damage, and include a Cross Liability endorsement.

Said Policy shall protect the Contractor and the District in the same manner as though a separate policy had been issued to each, but nothing in said policy shall operate to increase the insurance company's liability as set forth in its policy beyond the amount or amounts shown or to which the insurance company would have been liable if only one interest had been named as an insured.

2) Business Automobile Liability

The Contractor shall, at its own cost and expense, procure and maintain Business Automobile Liability insurance providing bodily injury and property damage with a combined single limit of at least One Million Dollars (\$1,000,000) per occurrence for all owned, non-owned and hired automobiles. This insurance shall provide contractual liability covering all motor vehicles and mobile equipment to the extent coverage may be excluded from general liability insurance.

3) Workers' Compensation and Employers' Liability Insurance

If the Contractor employs any person to perform work in connection with this Agreement, the Contractor shall procure and maintain at all times, during the performance of such work, Workers' Compensation Insurance in conformance with the laws of the State of California, and federal laws where applicable. Workers' Compensation Limit of Liability is currently \$500,000.

4) Professional Liability Insurance

The Contractor shall also maintain Professional Liability Insurance covering the Contractor's performance under this Agreement with a limit of liability of One Million Dollars (\$1,000,000) for any one claim. This insurance shall be applicable to claims arising from the work performed under this Agreement. Prior to commencing work under this Agreement, the Contractor shall furnish to the District a Certificate of Insurance or certified copy of the insurance policy if requested, indicating compliance with the requirements of this paragraph. This certificate or policy shall

further stipulate that written notice of non-renewal or reduction in limits shall be given to the District.

B. General Insurance Requirements

- 1) Acceptable Insurance
All policies will be issued by insurers acceptable to the District. This insurance shall be issued by an insurance company or companies authorized to do business in the State of California with minimum "Best's" rating of B+ and with minimum policyholder surplus of Twenty-Five Million Dollars (\$25,000,000) or a company acceptable to the District in its sole discretion. All policies shall be issued in a form satisfactory to the General Manager of the District and shall be issued specifically as primary insurance. Workers' Compensation coverage requirements may be met with the California State Compensation Fund.
- 2) Procure and Maintain Insurance
The Contractor must, at its own cost and expense, procure and maintain at all times during the performance of this Agreement, all of the required policies specified above. The failure to procure or maintain the required insurance policies and/or an adequately funded self-insurance program acceptable to the District will constitute a material breach of the Agreement.
- 3) Terms of Policies
All insurance specified above shall remain in force until all work to be performed is satisfactorily completed. If the insurance is provided on a claims-made basis, it must remain in force for the entire term of the Agreement and a minimum of three (3) years thereafter.
- 4) Self-Insurance
Upon evidence of financial capacity satisfactory to the District and Contractor's agreement to waive subrogation against the District respecting any and all claims that may arise, the Contractor's obligations hereunder may be satisfied in whole or in part by adequately funded self-insurance.
- 5) Deductibles and Retentions
The Contractor shall be responsible for payment of any deductible or retention on the Contractor's policies without right of contribution from the District. Deductible and retention provisions shall not contain any restrictions as to how or by whom the deductible or retention is paid. Any deductible or retention provision limiting payment to the Named Insured is unacceptable.

In the event that Contractor or any subcontractor contains self-insured retention, and in the event seeks coverage under such an additional insured, the Contractor shall satisfy such deductible or self-insured retention to the extent of loss covered by such policy for a lawsuit arising from or connected with any alleged act or omission of the Contractor, subcontractor, or any of their officers, directors, employees, agents, or suppliers, even if the Contractor or subcontractor is not a named defendant in the lawsuit.

C. Evidence of Insurance and Endorsements

Prior to commencing work or entering onto the District's property, the Contractor shall file a Certificate of Insurance with the District evidencing the foregoing coverage's, including the following endorsements:

Contractor will provide at least thirty (30) days' notice to the District of cancellation or non-renewal.

- 1) That the policy(ies) is primary insurance and the insurance company(ies) providing such policy(ies) shall be liable thereunder for the full amount of any loss or claim that the Contractor is liable for under this section, up to and including the total limit of liability, without right of contribution from any other insurance maintained or which may be maintained by the District.
- 2) The policy must also contain either a Cross Liability endorsement or Severability of Interests Clause. Said policy shall protect the Contractor and the District in the same manner as though a separate policy had been issued to each, but nothing in said policy shall operate to increase the insurance company's liability as set forth in its policy beyond the amount or amounts shown or to which the insurance company would have been liable if only one interest had been named as an insured.

D. Consequence of Lapse

Should any required insurance not be procured or lapse during the term of this Agreement, requests for payment originating after such lapse will not be processed until the District receives satisfactory evidence of reinstated coverage as required by the Agreement. If insurance is not reinstated, the District, may, at its sole option, terminate this Agreement effective on the date of such lapse of insurance.

13. MANNER OF PAYMENT

Contractor will submit detailed monthly invoices at the end of each month describing the work performed and the associated deliverable. Invoices will also include total expenditures to date and the remaining balance on the budgeted or not-to-exceed amount. Invoices will be prepared in a format acceptable to District. The District shall endeavor to pay approved invoices within thirty (30) days of their receipt.

14. CONTRACTOR'S STATUS

Neither the Contractor nor any party contracting with the Contractor shall be deemed to be an agent or employee of the District. The Contractor is and shall be an independent Contractor, and the legal relationship of any person performing services for the Contractor shall be one solely between that person and the Contractor.

15. ASSIGNMENT

Contractor shall not assign any of its rights nor transfer any of its obligations under this Agreement without the prior written consent of District.

16. DISTRICT WARRANTIES

The District makes no warranties, representations or agreements, either express or implied, beyond such as are explicitly stated in this Agreement.

17. DISTRICT REPRESENTATIVE

Except when approval or other action is required to be given or taken by the Board of Harbor Commissioners of the District, the General Manager of the District, or such person or persons as he/she shall designate in writing from time to time, shall represent and act for the District.

18. DISPUTE RESOLUTION

The District and Contractor agree to attempt in good faith to resolve all disputes informally. If agreed to by both parties, alternate methods of dispute resolution, such as mediation, may be utilized. Unless otherwise directed by the District, the Contractor shall continue performance under this Agreement while matters in dispute are being resolved.

19. MAINTENANCE, AUDIT, AND INSPECTION OF RECORDS

All Contractor and subcontractor costs incurred in the performance of this Agreement will be subject to audit. The Contractor and its subcontractors shall permit the District or its authorized representatives to inspect, audit and verify statements, invoices or bills submitted by the Contractor pursuant to this Agreement. The Contractor shall also provide such assistance as may be required in the course of such audit. The Contractor shall retain these records and make them available for inspection hereunder for a period of four (4) years after expiration or termination of the Agreement.

If, as a result of the audit, it is determined by the District's auditor or staff that reimbursement of any costs including profit or fee under this Agreement was in excess of that represented and relied upon during price negotiations or represented as a basis for payment, the Contractor agrees to reimburse the District for those costs within sixty (60) days of written notification by the District.

20. TERMINATION

The District shall have the right to terminate this Agreement at any time for cause or for convenience by giving written notice to the Contractor. Upon receipt of such notice, the Contractor shall not commit itself to any further expenditure of time or resources.

If the Agreement is terminated for any reason other than a breach or default by the Contractor, the District shall pay to the Contractor in accordance with the provisions of Sections 5 and 13 all sums actually due and owing from the District for all services performed and all expenses incurred up to the day written notice of termination is given, plus any costs reasonably and necessary incurred by the Contractor to effect such termination. If the Agreement is terminated for breach or default, the District shall remit final payment to the Contractor in an amount to cover only those services performed and expenses incurred in full accordance with the terms and conditions of this Agreement up to the effective date of termination.

The District shall not in any manner be liable for the Contractor's actual or projected lost profits had the Contractor completed the services required by this Agreement.

21. NONDISCRIMINATION

In connection with the performance of this Agreement, the Contractor shall not discriminate against any employee or applicant for employment because of race, color, religion, citizenship, political activity or affiliation, national origin, ancestry, physical or mental disability, marital status, age, medical condition (as defined under California law), veteran status, sexual orientation, gender identity, gender expression, sex or gender (which includes pregnancy, childbirth, breastfeeding, or related medical conditions), taking or requesting statutorily protected leave, or any other characteristics protected under federal, state, or local laws. The Contractor shall take affirmative actions to ensure that applicants are employed, and that employees are treated during their employment, without regard to their race, religion, color, sex, disability, national origin, or any other characteristic protected under state, federal, or local laws. Such actions shall include, but not be limited to, the following: employment, upgrading, demotion or transfer, recruitment or recruitment advertising, layoff or termination, rates of pay or other forms of compensation; and selection for training, including apprenticeship. The Contractor further agrees to insert a similar provision in all subcontracts, except subcontracts for standard commercial supplies or raw materials.

22. CONFLICT OF INTEREST

The Contractor warrants and represents that it presently has no interest and agrees that it will not acquire any interest that would present a conflict of interest under California Government Code §§ 1090 et seq. or §§ 87100 et seq. during the performance of services under this Agreement. The Contractor further covenants that it will not knowingly employ any person having such an interest in the performance of this Agreement. Violation of this provision may result in this Agreement being deemed void and unenforceable.

23. PUBLICITY

The Contractor, its employees, subcontractors, and agents shall not refer to the District, or use any logos, images, or photographs of the District for any commercial purpose, including, but not limited to, advertising, promotion, or public relations, without the District's prior written consent. Such written consent shall not be required for the inclusion of the District's name on a customer list.

24. ATTORNEY'S FEES

If any legal proceeding should be instituted by either of the parties to enforce the terms of this Agreement or to determine the rights of the parties under this Agreement, the prevailing party in said proceeding shall recover, in addition to all court costs, reasonable legal fees.

25. WAIVER

Any waiver of any breach or covenant of this Agreement must be in a writing executed by a duly authorized representative of the party waiving the breach. A waiver by any of the parties of a breach or covenant of this Agreement shall not be construed to be a waiver of any succeeding breach or any other covenant unless specifically and explicitly stated in such waiver.

26. SEVERABILITY

If any provision of this Agreement shall be deemed invalid or unenforceable, that provision shall be reformed and/or construed consistently with applicable law as nearly as possible to reflect

the original intentions of this Agreement, and in any event, the remaining provisions of this Agreement shall remain in full force and effect.

27. NO THIRD PARTY BENEFICIARIES

This Agreement is not for the benefit of any person or entity other than the parties.

28. APPLICABLE LAW

This Agreement, its interpretation and all work performed under it shall be governed by the laws of the State of California.

29. BINDING ON SUCCESSORS

All of the terms, provisions and conditions of this Agreement shall be binding upon and inure to the benefit of the parties and their respective successors, assigns and legal representatives.

30. ENTIRE AGREEMENT; MODIFICATION

This Agreement, including any attachments, constitutes the entire Agreement between the parties with respect to the subject matter hereof and may not be amended except by a written amendment executed by authorized representatives of both parties. In the event of a conflict between the terms and conditions of this Agreement and the attachments, the terms of this Agreement will prevail.

IN WITNESS WHEREOF the parties have executed this Agreement by their duly authorized officers as of the day and year first above written.

SAN MATEO COUNTY HARBOR DISTRICT

By: _____ Date: _____

Title: Interim General Manager _____

OGLETREE, DEAKINS, NASH, SMOAK & STEWARD, P.C.

By: _____ Date: _____

Title: _____

By: _____ Date: _____

Title: _____

**This Agreement must be executed by two corporate officers, consisting of: (1) the president, vice president or chair of the board; and (2) the secretary, assistant secretary, chief financial officer or assistant treasurer. In the alternative, this Agreement may be executed by a single officer or a person other than an officer provided that evidence satisfactory to the District is provided demonstrating that such individual is authorized to bind the corporation (e.g. a copy of a certified resolution from the corporation's board or a copy of the corporation's bylaws).*

ATTACHMENT A

SCOPE OF SERVICES

ADMINISTRATIVE DUTIES

- a) The Labor and Employment legal team will provide legal advice and represent the District in legal matters which include, but are not limited to: employment contract review; employee leaves of absence, unemployment benefits, retirement benefits, compliance with the following laws: FMLA/ CFRA, ADA, Title VII, ADEA, FLSA, PEPRA, applicable State Laws; wrongful termination, reasonable accommodations, retaliation, discrimination, harassment, and reductions in workforce; wage, hour and overtime standards; disciplinary actions; grievance processing and responses; collective bargaining and labor contract application and interpretation; employment-related meetings, hearings, litigation and binding arbitrations; conduct review and analysis in hiring and termination practices, workplace policies and procedures;
- b) Be accessible to provide legal assistance to the District on an emergency basis;
- c) Assist and cooperate with the District, its officers, agents and employees on all labor and employment legal matters pertaining to the District including enforcement of State and local laws and codes;
- d) Prepare annual audit letter;
- e) Make written or oral reports to the Board as necessary regarding status of any legal actions in which the District may be involved;
- f) Provide updates regarding legal development that may impact the District; and
- g) Provide compliance training.

LITIGATION DUTIES

- h) Render legal services required in connection with claims against the District and conduct of litigation to which the District may be a party;
- i) Represent the District in all legal proceedings required in the enforcement of District labor and employment ordinances, practices and policies.

SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES

Request for Proposals

RFP #2019-02

for

LABOR AND EMPLOYMENT LEGAL SERVICES



SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES

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ATTACHMENTS:

- Attachment A – Cost Proposal Form
- Attachment B – Sample Professional Services Agreement
- Attachment C – Acknowledgement of Addenda
- Attachment D – Scope of Services

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NOTICE INVITING PROPOSALS

NOTICE IS HEREBY GIVEN that sealed proposals will be received in the Administration Offices of the San Mateo County Harbor District (District) either by U.S. Postal Service addressed to its mailing address, P.O. Box 1449, El Granada, CA 94018; or by courier or personal delivery to the San Mateo County Harbor District, 504 Avenue Alhambra, 2nd Floor, El Granada, CA, by **February 28, 2019 at 4:00 p.m., Pacific Time**, for the following:

REQUEST FOR PROPOSALS (RFP) #2019-02 for: *LABOR AND EMPLOYMENT LEGAL SERVICES*

The San Mateo County Harbor District ("District") is requesting proposals from law firms with a minimum of five (5) years' experience representing public agencies in labor and employment law services.

The District hereby notifies all Proposers that it is the policy of the District to ensure nondiscrimination on the basis of race, color, national origin, sex, or any other characteristics protected under federal, state, or local laws in the award and administration of contracts.

Requests for modifications or clarifications of any requirement must be submitted in writing by email to: jvanhoff@smharbor.com, or by U.S. Mail to U.S. Postal Service address above. All such requests must be received in District's office by: **February 12, 2019, at 4:00 p.m., Pacific Time**.

The District reserves the right to reject any and all proposals; or to waive any irregularities or informalities in any proposal or in the proposal procedure; or to postpone the proposal opening for good cause. No Proposer may withdraw its proposal for a period of one hundred twenty (120) calendar days after the date of opening of the proposals. Each Proposer will be notified of award of contract, if an award is made.

The RFP Documents are available for download on the District's website. To download the documents, go to the District's website home page at <http://www.smharbor.com>, click on Bids/RFPs, click on RFP #2019-02.

Downloading RFP documents from the District's website does not imply your firm is a potential proposer nor will your name automatically appear on the District's "List of Potential Proposers." In order to be included on the "List of Potential Proposers", the District requests that all potential Proposers complete the, "Bids/RFPs Form" posted with the RFP Documents.

Ultimately, it is the responsibility of the Proposer to check the District's website for any Addenda that may be issued relative to this RFP.

If you have any issues downloading the RFP documents from the website or would like hard copies mailed to you, please contact the District's Office by email at jvanhoff@smharbor.com or by telephone at (650) 583-4400.

SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES

1. PROPOSAL REQUEST

The San Mateo County Harbor District (District) requests Proposals from qualified law firms to provide labor and employment legal services. The attorney of the firm that is proposed to act as the primary contact shall have at least five (5) years of experience in governmental labor and employment issues.

2. PROPOSAL TIME LINE

Listed below is the Proposal Time Line that outlines pertinent dates of which Proposers should make themselves aware:

February 12, 2019 at 4:00 p.m.	Written Questions and Requests for Modifications or Clarifications are due
February 19, 2019 at 4:00 p.m.	Response to Questions and Requests for Modifications or Clarifications posted to District website
February 28, 2019 at 4:00 p.m.	Proposals Due
March 14, 2019 (tentative)	Proposer Interviews by Harbor Commission Committee Members
April 17, 2019 at 6:30 p.m. (tentative)	Committee to Present Recommendation to Harbor Commission Board

These dates are subject to revision at the District's discretion.

3. SUBMITTAL OF PROPOSALS

A. Requests for Modifications or Clarifications of the Proposal Specifications

Any requests for modifications or clarifications of the Request for Proposal shall be submitted in writing to the District Office at jvanhoff@smharbor.com by February 12, 2019 at 4:00 p.m. Any interpretation, change, or correction of said Request for Proposal will be made by Addenda only, duly issued by the District Office no later than February 19, 2019 at 4:00 p.m. Proposers should check the District's website at <http://www.smharbor.com> and click on Bids/RFPs for any Addenda that may be issued relative to this RFP.

The District intends on notifying Potential Bidder's/Proposer's of Addenda if the District has been notified by the Bidder/Proposer of such intent. All oral modifications of RFP requirements and conditions are void and ineffective. The District reserves the right to reject any Proposal that contains unauthorized conditions or exceptions.

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B. Proposal Due Date

Proposers are requested to submit one (1) original, six (6) hard copies, and one (1) flash drive or thumb drive containing an electronic searchable PDF and word.doc copy of the Proposal to the District. In case of any discrepancies, the original will be considered by the District in evaluating the Proposal. The electronic version is provided for the District's administrative convenience only.

Proposals shall be submitted in a sealed envelope marked, "**REQUEST FOR PROPOSALS (RFP) #2019-02 -Labor and Employment Legal Services**" and plainly endorsed with Proposer's name and address.

Proposals shall be sent or delivered to the following address:

Mail To:

San Mateo County Harbor District
P.O. Box 1449
El Granada, CA 94018
Attention: Deputy Secretary

Hand Deliver To:

San Mateo County Harbor District
504 Ave Alhambra, 2nd Floor
El Granada, CA 94018
Attention: Deputy Secretary

Proposals must be received no later than **February 28, 2019 at 4:00 p.m. Pacific Time**. Proposals received after the time and date specified will not be considered. The District is not responsible for deliveries delayed for any reason. The time received by the Deputy Secretary of the District shall determine the official time received. Submission of a Proposal shall constitute a firm offer to the District for one hundred twenty (120) calendar days from the submission deadline for Proposals.

Each Cost Proposal Form must be signed by one or more individuals with authority to bind the Proposer to the Proposal, as specified on the Cost Proposal Form. All Proposals without the appropriate signature(s) may be deemed non-responsive and may result in the rejection of the Proposal.

An Evaluation Committee will review all Proposals received and several finalists may be selected. These finalists may be invited to an oral interview. Please reserve **March 14, 2019** as the tentative day planned for finalist interviews. It is requested that the attendees be restricted to those individuals who will have direct involvement with the proposed services.

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C. Proposal Forms and Sample Documents

The following documents are included in this Request for Proposals (RFP). Attachments A, and C must be completed and submitted with the Proposal.

Attachment A	Cost Proposal Form
Attachment B	Sample Professional Services Agreement
Attachment C	Acknowledgment of Addenda
Attachment D	Scope of Services

4. DESCRIPTION OF DISTRICT

The San Mateo County Harbor District was established, in 1933, by a Resolution of the Board of Supervisors, who established the entire area of the County of San Mateo as the District's boundaries.

The Army Corps of Engineers began work on a breakwater at Pillar Point for a harbor or refuge for the fishing fleet after World War II and finally completed it in 1961. The Johnson Pier, docks and 369 berths, and the inner breakwater were built during the 1970's and 1980's. Pillar Point remains a major commercial and sport fishing harbor, with 369 berths, on California's central coast, and is host to many public events including the annual Mavericks surfing competition, the July 4th fireworks display, and the Christmas boat decorating contest.

The District took over operation of Oyster Point Marina/Park from the City of South San Francisco in 1977. It then completed construction of docks and 589 berths, a new breakwater, and onshore facilities during the 1980's. The District diversified this recreational marina bringing in ferryboat service (134 of 589 berths were removed to accommodate ferry service, resulting in 455 berths) to the East Bay, dining cruises, marine educational programs, and cooperation with the City on area redevelopment.

The District is governed by a five member Board of Harbor Commissioners who are elected County-wide for staggered four-year terms. District revenues are approximately \$11.0 million including operating revenue of \$4.3 million (land and sea/bay rents and fees) and non-operating revenue of \$6.7 million which is primarily from property tax. The District employs 39 full-time staff members. Additional information can be found on the District's website at www.smharbor.com.

5. BACKGROUND

The San Mateo County Harbor District Board of Harbor Commissioners is requesting proposals from highly qualified legal firms with the intent to contract with as Special Counsel for labor and employment issues. Special Counsel will serve at the pleasure of the Board of Harbor

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Commissioners and support all Commissioners in a respectful and unbiased manner. Special Counsel will assist the General Manager of the District in labor and employment related legal matters.

6. SCOPE OF SERVICES

See Attachment E, Scope of Services.

7. PROPOSAL CONTENT

To achieve a uniform review process and obtain the maximum degree of comparability, it is required that Proposals follow the following basic format. The successful Proposer is expected to provide services as outlined in this RFP, and Proposer shall prepare its response to fully address its ability to satisfy these components. Although the District is not specifying a page limit, **clarity and conciseness are** essential and will be considered during Proposal evaluation. All proposals have two components, the Technical Proposal and the Cost Proposal. All pricing information shall be submitted separately on the Cost Proposal Form provided. The Technical Proposal will consist of items 7A-G below. The Cost Proposal will consist of item 7H below.

A. Cover Letter

The signed cover letter should be on company letterhead clearly stating the firm name of the Proposer, business address, telephone and facsimile numbers, and e-mail address.

The following information should be provided:

- Introduce the firm and summarize its qualifications.
- Name(s) of authorized principals with authority to negotiate and contractually bind the firm.
- A statement that binds the Proposer to the proposed Scope of Services and Cost Proposal for **one hundred and twenty (120) calendar days**.
- Confirm acceptance of or indicate exceptions to the Sample Agreement. See Subsection 11.B.
- Indicate whether there are any conflicts of interest that would limit the Proposer's ability to provide the requested services. See Section 13.

B. Approach to Scope of Services

A demonstration of the Proposer's understanding of the proposed Scope of Services (Attachment D) is required as part of the Proposal. With respect to each task described in the Scope of Services, discuss your approach and methodology for performing the services. Describe how you would staff each task, the level of effort required for each task, and how your staff would coordinate with and respond to District staff.

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C. Proposer's Qualifications and Experience

- 1) All attorneys performing services for the District on behalf of the firm must be admitted to practice 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 District, must have at least five (5) years' experience providing labor and employment legal services for special districts, municipalities or other local public agencies.
- 3) Demonstrated legal expertise (including counseling and litigation) in personnel law and regulations including but not limited to labor issues, employment law, and occupational safety and health.
- 4) Maritime labor law knowledge is desired.

The following information should be included in the Proposal:

- 1) A brief description of the Proposer's qualifications for the Scope of Services and previous experience on similar or related work performed for local governmental agencies, including special districts, specifically port and harbor districts, if any. This description must include a summary of work performed, the period over which the work was completed, for whom it was performed, the location where it was performed, and the size of the Proposer's effort (i.e., cost and period of time).
- 2) The names of the proposed lead Counsel and all key personnel who would be directly engaged in the performance of the Scope of Services. For each of these individuals, please submit:
 - a) A description of their qualifications and background, and number of years of experience in performing labor and employment legal services;
 - b) A list of references, including a brief description of the nature of the work performed by the individual for each reference; and
 - c) A description of their experience with public agency clients and with special districts, specifically harbor and port district agencies, if any.
- 3) Provide contact information for three references for which the Proposer has provided similar services to those described in these solicitation documents within the past three years. For

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each client submitted as a reference, Proposer shall supply a brief description of the work performed if not already detailed under Section 7.C.2) above.

D. State the Size, Structure, and Location(s) of Firm

Provide an organization chart that identifies the proposed client management and legal team. Also provide information concerning the Proposer's and Subcontractor's law firms size, structure, areas of practice, and locations.

E. Financial Stability

Provide pertinent information to allow the District to reasonably formulate a determination about the financial stability and strength of the Proposer such as financial references, financial statements, or other relevant documentation. Describe any administrative proceedings, claims lawsuits, settlements, or other exposures pending against the Proposer.

F. Acknowledgement of Addenda (Attachment C), if applicable

G. Cost Proposal

The Proposer shall submit a cost proposal, attached herewith as Attachment A, based on an hourly payment by a set rate inclusive of all expenses and corresponding information regarding unburdened hourly rate. Additionally, the Proposer shall submit an estimate of hours based on a comparable government entity and any anticipated reimbursable expenses. The District will not reimburse any travel expenses or time spent traveling to or from District meetings held in San Mateo County.

8. WITHDRAWAL OF PROPOSAL

Submission of a Proposal shall constitute a firm offer to the District for one hundred twenty (120) calendar days from the submission deadline for Proposals.

A Proposer may withdraw its Proposal anytime before the date and time when Proposals are due, without prejudice, by submitting a written request for its withdrawal to the District Office at jvanhoff@smharbor.com. Making the request by telephone is not acceptable.

9. SELECTION CRITERIA

The District intends to award a Contract to the most qualified, responsible firm submitting a responsive Proposal. Ranking will be based on a maximum of 100 points, weighted as indicated below. In determining the number of points a Proposal will receive in each category, the District will consider the Proposal material submitted, oral interviews (if applicable), additional information requested by the District, client references and any other relevant information about a given

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Proposer. The following criteria will be used by the District's Evaluation Committee in the evaluation of the Proposals:

A. Proposal Understanding and Approach to the Scope of Services **0 - 30 Points**

Proposals will be evaluated to ensure that the Proposer has demonstrated an understanding of each of the following elements:

- 1) Knowledge of the services required as it relates to the District's needs; and
- 2) Approach to the Scope of Services.

The Proposer's overall approach to providing services will be assessed for its effectiveness, feasibility, responsiveness to the Scope of Services, and thoroughness.

B. Proposer's Qualifications and Experience **0 - 35 Points**

The capabilities of each responding Proposer will be evaluated in these specific areas:

- 1) The Proposer's experience and performance on comparable government engagements;
- 2) Experience and qualifications of attorneys and staff assigned to the (identified by name), the quality of such staff, and the proper balance of relevant skills;
- 3) Work performed for recent clients and references; and
- 4) Financial stability of the firm.

C. Cost Proposal **0 - 35 Points**

The cost proposal will be evaluated based on hourly rates of attorneys and staff proposed, reimbursable costs identified, and adequacy of estimated hours to provide legal services.

10. SELECTION PROCESS

The District may reject any Proposal in which the approach, qualifications, or costs are not deemed to be within an acceptable or competitive range. The District may seek clarifications or additional information from any or all Proposers regarding their Proposals and may request modified Proposals or best and final offers.

Following the initial review and screening of the written Proposals, using the Selection Criteria described above, one or more companies *may* be invited to participate in the final selection process, which may include:

- A. Participation in an oral interview.
- B. Submission of any additional information as requested by the District
- C. Checking references of firm and key personnel.
- D. Checking the firm's financial stability.

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Upon completion of the final selection process, the District will rank each firm in accordance with the Selection Criteria above. The District may accept the Proposal or negotiate the terms and conditions of the Contract with the highest-ranked firm. If negotiations are unsuccessful, the District will terminate the negotiations with that firm and may open negotiations with the next-highest-ranked firm. If negotiations with this firm are also not successful, the District may repeat the negotiations process with the next-highest-ranked firm, or, at its sole discretion, the District may reject all remaining proposals.

The District reserves the right to conduct pre-award negotiations with any or all Proposers, and the right to award the Contract without negotiations. The District reserves the right to award the Contract without conducting interviews.

This RFP does not commit the District to awarding a Contract. Proposers shall bear all costs incurred in the preparation of the Proposal and participating in the Proposal process. The District reserves the right, in its sole discretion, to accept the Proposal it considers most favorable to the District's interest and the right to waive minor irregularities. The District further reserves the right to reject all Proposals and seek new Proposals when such procedure is reasonable and in the best interest of the District.

11. CONTRACT AWARD

A. Recommendation for Contract Award

The Harbor Commission Evaluation Committee shall make a recommendation to the Board of Harbor Commissioners. If an award of Contract is made, the District Board of Harbor Commissioners reserves the right to award the Contract to the responsive and responsible Proposer that it deems offers the most advantageous Proposal to the District and best meets the requirements of the District, including technical approach, qualifications, and cost.

B. Form of Professional Services Agreement

The firm selected by the District to perform the services outlined in this RFP will be required to execute a Professional Services Agreement, a sample of which is provided as Attachment B.

If a Proposer desires any modifications to the agreement, they must be submitted for consideration with the Proposal. Otherwise, the Proposer will be deemed to have accepted the form of Agreement without modification.

Attention is directed in particular, to the Indemnification and Insurance requirements set forth in Sections 11 and 12 of the Agreement, Attachment C.

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C. Time for Execution of Contract

The Proposer to whom award is made shall execute the Professional Services Agreement with the District within ten (10) calendar days after receiving it for execution. If the Proposer to whom award is made fails to enter into the Contract as provided, the award may be annulled and an award may, at the discretion of the District Board of Commissioners, be made to the Proposer whose Proposal is the next most acceptable in the opinion of the District Board of Commissioners. Such Proposer shall fulfill every stipulation of the RFP as if it were the party to whom the first award was made.

D. Manner of Execution of Contract

If the Proposer is an individual, the Contract shall be executed by the individual personally. If the Proposer is a co-partnership, it is desirable that the Contract be executed by all of the partners, but it may be executed by one (1) of them.

If the Proposer is a corporation, this Agreement must be executed by two corporate officers, consisting of: (1) the president, vice president or chair of the board; and (2) the secretary, assistant secretary, chief financial officer or assistant treasurer. In the alternative, this Agreement may be executed by a single officer or a person other than an officer provided that evidence satisfactory to the District is provided demonstrating that such individual is authorized to bind the corporation (e.g. a copy of a certified resolution from the corporation's board or a copy of the corporation's bylaws).

If the Proposer is a joint venture, the Agreement must be executed on behalf of each participating firm by officers or other authorized individuals. If the Proposer is an LLC, the Agreement must be executed by an officer or member who is authorized to bind the LLC.

E. Documents Deemed Part of Contract

The RFP, including all attachments, RFP Addenda, if any, the Consultant's Proposal as accepted by the District, and approved Contract amendments, will be deemed a part of the Contract and will constitute the Contract Documents. The Contract Documents shall include the documents listed below, in the following order of precedence:

- 1) Contract Amendments
- 2) Professional Services Agreement
- 3) Addenda (if any) to RFP
- 4) RFP
- 5) Consultant's Proposal, as accepted by the District

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12. PROTEST PROCEDURES

Protests based upon restrictive requirements or alleged improprieties in the RFP procedure must be filed in writing with the Deputy Secretary of the District at dgehret@smharbor.com at least five (5) calendar days prior to Proposal opening. The protest must clearly specify in writing the grounds and evidence on which the protest is based.

Protests based upon the Evaluation Committee recommendation for award of the Contract shall be submitted in writing to the Deputy Secretary of the District within forty-eight (48) hours of receipt of notice of Evaluation Committee recommendation of award. The protest must clearly specify in writing the grounds and evidence on which the protest is based.

Failure to comply with any of the requirements set forth in the District's written Proposal Protest Procedures may result in rejection of the protest.

13. CONFLICT OF INTEREST

By submitting a Proposal, the Proposer represents and warrants that no Commissioner, officer, or employee of the District is in any manner interested directly or indirectly in the Proposal or in the Contract which may be made under it or in any expected profits to arise there from, as set forth in Article 4, Division 4, Title I (commencing with Sec. 1090) of the Government Code of the State of California.

The Proposer warrants and represents that it presently has no interest and agrees that it will not acquire any interest which would present a conflict of interest under California Government Code Sections 1090 *et seq.* or Sections 87100 *et seq.* during the performance of services under this Agreement. The Proposer further covenants that it will not knowingly employ any person having such an interest in the performance of this Agreement. Violation of this provision may result in this Agreement being deemed void and unenforceable.

Depending on the nature of the work performed, the Proposer may be required to publicly disclose financial interests under the District's Conflict of Interest Code. The Proposer agrees to promptly submit a Statement of Economic Interest on the form provided by the District upon receipt. No person previously in the position of Harbor Commissioner, officer, employee or agent of the District may act as an agent or attorney for, or otherwise represent, the Proposer by making any formal or informal appearance, or any oral or written communication, before the District, or any Commissioner, officer or employee of the District, for a period of twelve (12) months after leaving office or employment with the District if the appearance or communication is made for the purpose of influencing any action involving the issuance, amendment, awards or revocation of a permit, license, grant or Contract.

The Proposer warrants that it has no organizational conflicts of interest at this time. Alternatively, the Proposer must disclose all known organizational conflicts of interest. An organizational conflict

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of interest occurs when, due to other activities, relationships, or contracts, a firm or person is unable, or potentially unable, to render impartial assistance or advice to the District; a firm or person's objectivity in performing the contract work is or might be impaired; or a firm or person has an unfair competitive advantage in proposing for award of a contract as a result of information gained in performance of this or some other agreement.

See Sample Professional Services Agreement- Attachment B for additional conflict of interest provisions that will be in effect during the Contract term.

14. CONFIDENTIALITY

The California Public Records Act (Cal. Govt. Code Sections 6250 et seq.) mandates public access to government records. Therefore, unless the information is exempt from disclosure by law, the content of any request for explanation, exception or substitution, response to these specifications, protest or any other written communication between the District and the Proposer shall be available to the public.

If the Proposer believes any communication contains trade secrets or other proprietary information that the Proposer believes would cause substantial injury to the Proposer's competitive position if disclosed, the Proposer shall request that the District withhold from disclosure the proprietary information by marking each page containing such proprietary information as confidential. Proposer may not designate its entire Proposal as confidential. Additionally, Proposer may not designate Proposal Forms as confidential.

If the Proposer requests that the District withhold from disclosure information identified as confidential, and the District complies with the Proposer's request, the Proposer shall assume all responsibility for any challenges resulting from the non-disclosure, indemnify and hold harmless the District from and against all damages (including but not limited to attorneys' fees that may be awarded to the party requesting the proposer information), and pay any and all cost and expenses related to the withholding of the proposer information. The Proposer shall not make a claim, sue or maintain any legal action against the District or its Commissioners, officers, employees or agents in connection with the withholding from disclosure of Proposer information.

If the Proposer does not request that the District withhold from disclosure information identified as confidential, the District shall have no obligation to withhold the information from disclosure and may release the information sought without liability to the District.

15. EX PARTE COMMUNICATION

Proposers and Proposers' representatives may not communicate orally with a Commissioner, officer, employee, or agent of the District, with the exception of the Directors of the District and, Deputy Secretary of the District regarding this RFP until after a Notice to Proceed has been issued

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by the District. Proposers and their representatives are not prohibited, however, from making oral statements or presentations in public to one or more representatives of the District during a public meeting.

In the context of this RFP, an "ex parte communication" is any communication regarding this RFP between a Proposer (or the Proposer's representative) and the District's General Manager, Commissioner, officer, employee or agent, regardless of who initiates the communication, other than as part of the procurement process specified herein, before the District issues a Notice to Proceed, unless it is in writing and available for disclosure to the general public.

16. WAIVER

By submitting a Proposal, the Proposer represents and warrants that it has sufficiently informed itself in all matters affecting the performance of the work or the furnishing of the labor, supplies, material, or equipment called for in this RFP including attachments and addenda; that Proposer has checked its Proposal for errors and omissions; that the prices stated in its Proposal are correct and as intended by it and are a complete and correct statement of its prices for performing the work or furnishing the labor, supplies, materials, or equipment required by this RFP including attachments and addenda.

The Proposer waives any claim against the District for costs incurred in preparing a Proposal and responding to this RFP.

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**ATTACHMENT A
COST PROPOSAL FORMS**

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COST PROPOSAL FORMS

Pursuant to the Notice Inviting Proposals, the undersigned Proposer herewith submits a Proposal on the Proposal Form or Forms attached hereto and made a part hereof and binds itself on award by the San Mateo County Harbor District under this Proposal to execute a Contract in accordance with its Proposal, the Proposal Documents, and the award. The attached Notice Inviting Proposals and Addenda, if any, are made a part of this Proposal and all provisions thereof are accepted, and all representations and warranties required thereby are hereby affirmed.

THE PROPOSAL BELOW INCLUDES ANY AND ALL LABOR, MATERIALS, APPLICABLE TAXES, INSURANCE, SUBCONTRACTOR COSTS, TRAVEL EXPENSES, TELEPHONE COSTS, COPYING COSTS, PROFIT, ADMINISTRATIVE AND OVERHEAD FEES, AND ALL OTHER COSTS NECESSARY FOR THE PERFORMANCE OF ALL THE SERVICES CALLED FOR UNDER THE FOLLOWING CONTRACT. ANY PROPOSED REIMBURSABLE COSTS SHALL BE SEPERATELY IDENTIFIED (E.G. OVERNIGHT DELIVERY, UPCHARGE ON 3RD PARTY INVOICES).

Position	Unburdened Hourly Rate	All inclusive Hourly Rate*	Estimated Hours per Month**	Example of Duties
Special Counsel				
Alternate Special Counsel				
(add positions as necessary)				

*Hourly Rate should include overhead costs as listed above. Time spent traveling to and from District meetings held within San Mateo County and any travel costs associated with such travel is not reimbursable.

**Estimated Hours should be based on comparable size and complexity of similar governmental entity.

The Cost Proposal Form must be signed on the next pages (page 2 or 3 of Attachment A). Proposals submitted in any other form will be considered non-responsive and may be rejected. Signatures herein bind Proposer to the entirety of its Proposal, including all documents submitted with these Cost Proposal Forms.

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DOCUMENTS TO ACCOMPANY COST PROPOSAL:

Items 7 A-G of the Proposal Content must accompany the Cost Proposal for a Proposal to be deemed responsive.

NAME UNDER WHICH BUSINESS IS CONDUCTED

CONTACT INFORMATION OF PERSON AUTHORIZED TO EXECUTE CONTRACT

Name:

Business Address:

City/State/Zip:

Telephone Number:

Facsimile Number:

E-Mail Address:

MANDATORY SIGNATURE(S)

SOLE OWNER, sign here: I sign as sole owner of the business named above.

PARTNERSHIP, one or more partners sign here: The undersigned certify that we are partners in the business named above and that we sign this Proposal with full authority to do so.

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CORPORATION OR LLC, sign here*: The undersigned certify that they sign this Proposal with full and proper authorization to do so.

Entity Name:

By: _____ Title: _____

By: _____ Title: _____

Incorporated under the laws of the State

** If the Proposer is a corporation, this Cost Proposal Form must be executed by two corporate officers, consisting of: (1) the president, vice president or chair of the board; and (2) the secretary, assistant secretary, chief financial officer or assistant treasurer. In the alternative, this Cost Proposal Form may be executed by a single officer or a person other than an officer provided that evidence satisfactory to the District is provided demonstrating that such individual is authorized to bind the corporation or LLC (e.g. a copy of a certified resolution from the corporation's board or LLC's board or a copy of the corporation's bylaws or LLC's operating agreement.)*

IF JOINT VENTURE, officers of each participating firm sign here: The undersigned certify that they sign this Proposal with full and proper authorization to do so.

Joint Venture Name: _____

By: _____ Title: _____

By: _____ Title: _____

**SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES**

**ATTACHMENT B
SAMPLE PROFESSIONAL SERVICES AGREEMENT**

AGREEMENT

LABOR AND EMPLOYMENT LEGAL SERVICES

THIS AGREEMENT is made as of this [Date TBD] 2019, by and between the **San Mateo County Harbor District** ("District") and [Contractor Name], ("Contractor").

WHEREAS, the District desires to obtain professional services in connection with Labor and Employment Legal Services (Project) and has issued an RFP dated January 22, 2019 a copy of which is attached and incorporated as Exhibit A; and

WHEREAS, Contractor desires to perform such services and has represented that it is experienced and qualified to perform such services. It has submitted a written proposal, dated [____], a copy of which is attached and incorporated as Exhibit B; and

WHEREAS, the District's Board of Harbor Commissioners, at its meeting on [Date TBD], 2019, authorized the General Manager to enter into this Agreement.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. RENDITION OF SERVICES

The Contractor agrees to provide professional services to the District in accordance with the terms and conditions of this Agreement. In the performance of its work, the Contractor represents that it (1) has and will exercise the degree of professional care, skill, efficiency, and judgment of contractors with special expertise in providing such services; (2) carries all applicable licenses, certificates, and registrations in current and good standing that may be required to perform the work; and (3) will retain all such licenses, certificates, and registrations in active status throughout the duration of this engagement.

2. SCOPE OF SERVICES

Contractor will provide District the scope of services set forth in Exhibit A in accordance with the terms and conditions of this Agreement. In the event of any inconsistency between the terms of this Agreement and the terms of Exhibit A, this agreement shall prevail.

3. SCHEDULE

Contractor will commence work upon District's direction and unless the Agreement is terminated sooner pursuant to Section 20 will complete all work requested by the District.

4. KEY PERSONNEL

It is understood and agreed by the parties that at all times during the term of this Agreement that [TBD] shall serve as the primary staff person of the Contractor to undertake, render and oversee all of the services under this Agreement. Upon written notice by the Contractor and approval by the District, which will not be unreasonably withheld, the Contractor may substitute this person with another person, who shall possess similar qualifications and experience for this position.

5. COMPENSATION

[TBD]

6. NOTICES

All communications relating to the day-to-day activities of the Project shall be exchanged between the District’s [TBD] and the Contractor’s [TBD].

All other notices and communications regarding interpretation of the terms of this Agreement and changes thereto shall be given to the other party in writing and may be given by personal delivery to a representative of the parties or by mailing the same, postage prepaid, addressed as follows:

If to the District: San Mateo County Harbor District
504 Ave. Alhambra, 2nd Floor
P.O. Box 1449
El Granada, CA 94018
Attention: [TBD]

If to the Contractor: [Redacted]
[Redacted]
[Redacted]
[Redacted]

The address to which mailings may be made may be changed from time to time by notice mailed as described above. Any notice given by mail shall be deemed given on the day after that on which it is deposited in the United States Postal Service as provided above.

7. OWNERSHIP OF WORK

All reports, designs, drawings, plans, photographic images, video and sound recording, specifications, analyses, charts, tables, schedules and all other materials prepared, or in the process of being prepared, for the services to be performed by the Contractor shall be and are the property of the District. The District shall be entitled access to and copies of these materials during the progress of the work. Any such materials remaining in the hands of the Contractor or in the hands of any subcontractor upon completion or termination of the work shall be immediately delivered to the District. If any materials are lost, damaged or destroyed before final delivery to the District, the Contractor shall replace them at its own expense, and the Contractor assumes all risks of loss, damage or destruction of or to such materials. The Contractor may retain a copy of all materials produced under this Agreement for its use in its general business activities.

Any and all rights, title, and interest (including, without limitation, patent rights, copyright and any other intellectual-property or proprietary right) to materials prepared under this Agreement are hereby assigned to the District. The Contractor agrees to execute any additional documents which may be necessary to evidence such assignment.

The Contractor represents and warrants that all materials prepared under this Agreement are original or developed from materials in the public domain (or both) and that all materials prepared under and services provided under this Agreement do not infringe or violate any

copyright, trademark, patent, trade secret, or other intellectual-property or proprietary right of any third party.

8. CONFIDENTIALITY

Any District materials to which the Contractor has access or materials prepared by the Contractor during the course of this Agreement ("confidential information") shall be held in confidence by the Contractor, who shall exercise all reasonable precautions to prevent the disclosure of confidential information to anyone except the officers, employees, and agents of the Contractor as necessary to accomplish the rendition of services set forth in Section 2 of this Agreement.

The Contractor, its employees, subcontractors, and agents shall not release any reports, information or other materials prepared in connection with this Agreement, whether deemed confidential or not, to any third party without the approval of the District.

9. SUBCONTRACTORS

The Contractor shall not subcontract any services to be performed by it under this Agreement without the prior written approval of the District, except for service firms engaged in drawing, reproduction, typing, and printing. Any subcontractors must be engaged under written contract with the Contractor with provisions allowing the Contractor to comply with all requirements of this Agreement, including without limitation the "Ownership of Work" provisions in Section 7. The Contractor shall be solely responsible for reimbursing any subcontractors, and the District shall have no obligation to them.

10. CHANGES

The District may, at any time, by written order, make changes within the scope of work and services described in this Agreement. If such changes cause an increase in the budgeted cost of or the time required for performance of the agreed upon work, an equitable adjustment as mutually agreed shall be made in the limit on compensation as set forth in Section 5 or in the time of required performance as set forth in Section 3, or both. In the event that the Contractor encounters any unanticipated conditions or contingencies that may affect the scope of work or services, schedule, or the amount of compensation specified herein, the Contractor shall so advise the District immediately upon notice of such condition or contingency. The written notice shall explain the circumstances giving rise to the unforeseen condition or contingency and shall set forth the proposed adjustment in schedule or compensation. This notice shall be given to the District prior to the time that the Contractor performs work or services related to any proposed adjustment. The pertinent changes shall be expressed in a written supplement to this Agreement prior to implementation of such changes.

11. RESPONSIBILITY; INDEMNIFICATION

The Contractor shall indemnify, keep and save harmless the District and its Commissioners, officers, agents and employees against any and all suits, claims or actions arising out of any of the following:

- A. Any injury to persons or property that may occur, or that may be alleged to have occurred, arising from the performance of this Agreement by the Contractor caused by a negligent act or omission or willful misconduct of the Contractor or its employees, subcontractors or agents; or

- B. Any allegation that materials or services provided by the Contractor under this Agreement infringe or violate any copyright, trademark, patent, trade secret, or any other intellectual-property or proprietary right of any third party.

The Contractor further agrees to defend any and all such actions, suits or claims, with counsel acceptable to the District in its sole discretion and pay all charges of attorneys and all other costs and expenses of defenses as they are incurred. If any judgment is rendered, or settlement reached, against the District, or any of the other individuals enumerated above in any such action, the Contractor shall, at its expense, satisfy and discharge the same. This indemnification shall survive termination or expiration of the Agreement.

12. INSURANCE

A. Types of Insurance

The Contractor shall not commence work until proper evidence of insurance coverage of the types and amounts specified in this section has been provided to the District. The Contractor shall not violate or permit to be violated any conditions or provisions of said policies of insurance, and at all times shall satisfy the requirements of the insurer for the purpose of maintaining said insurance in effect.

If any claim is made by any third person against the Contractor on account of any incident connected to the Agreement, the Contractor shall promptly report the fact in writing to the District, giving full details of the claim.

Any person, firm, or corporation that the Contractor authorizes to work upon the District's property, including any subcontractor, shall be deemed to be the Contractor's agent and shall be subject to all applicable terms of this Agreement. Prior to the Contractor's start of the work or entry onto the District's property, the Contractor agrees to require its subcontractors to procure and maintain, at the Contractor's (or its subcontractor(s)) sole cost and expense (and to prove to the District's reasonable satisfaction that it remains in effect throughout the performance of the work under this Agreement), the kinds of insurance described below. Such insurance must remain in effect throughout the term of this Agreement and will be at the sole cost and expense of the Contractor (or its subcontractor(s)).

1) Commercial General Liability Insurance

The Contractor shall, at its own expense, procure and maintain Commercial General Liability insurance providing bodily injury and property damage coverage with a combined limit of at least One Million Dollars (\$1,000,000) each occurrence and a general aggregate limit of at least Two Million Dollars (\$2,000,000). This insurance shall include, but not be limited to, premises and operations, contractual liability covering the indemnity provisions contained in this Agreement, personal injury, products and completed operations, and broad form property damage, and include a Cross Liability endorsement.

Said Policy shall protect the Contractor and the District in the same manner as though a separate policy had been issued to each, but nothing in said policy shall operate to increase the insurance company's liability as set forth in its policy beyond the amount or amounts shown or to which the

insurance company would have been liable if only one interest had been named as an insured.

2) Business Automobile Liability

The Contractor shall, at its own cost and expense, procure and maintain Business Automobile Liability insurance providing bodily injury and property damage with a combined single limit of at least One Million Dollars (\$1,000,000) per occurrence for all owned, non-owned and hired automobiles. This insurance shall provide contractual liability covering all motor vehicles and mobile equipment to the extent coverage may be excluded from general liability insurance.

3) Workers' Compensation and Employers' Liability Insurance

If the Contractor employs any person to perform work in connection with this Agreement, the Contractor shall procure and maintain at all times, during the performance of such work, Workers' Compensation Insurance in conformance with the laws of the State of California, and federal laws where applicable. Employers' Liability Insurance shall not be less than One Million Dollars (\$1,000,000) for each accident and One Million Dollars (\$1,000,000) for each disease, with a policy limit of One Million Dollars (\$1,000,000).

The policy shall contain a waiver of subrogation in favor of the District and its officers, Commissioners, employees, volunteers, and agents, while acting in such capacity, and their successors and assignees, as they now or as they may hereafter be constituted, singly, jointly, or severally.

4) Professional Liability Insurance

The Contractor shall also maintain Professional Liability Insurance covering the Contractor's performance under this Agreement with a limit of liability of One Million Dollars (\$1,000,000) for any one claim. This insurance shall be applicable to claims arising from the work performed under this Agreement. Prior to commencing work under this Agreement, the Contractor shall furnish to the District a Certificate of Insurance or certified copy of the insurance policy if requested, indicating compliance with the requirements of this paragraph. This certificate or policy shall further stipulate that thirty (30) days' advance written notice of cancellation, non-renewal or reduction in limits shall be given to the District.

B. General Insurance Requirements

1) Acceptable Insurance

All policies will be issued by insurers acceptable to the District. This insurance shall be issued by an insurance company or companies authorized to do business in the State of California with minimum "Best's" rating of B+ and with minimum policyholder surplus of Twenty-Five Million Dollars (\$25,000,000) or a company acceptable to the District in its sole discretion. All policies shall be issued in a form satisfactory to the General Manager of the District and shall be issued specifically as primary insurance. Workers' Compensation coverage requirements may be met with the California State Compensation Fund.

2) Procure and Maintain Insurance

The Contractor must, at its own cost and expense, procure and maintain at all times during the performance of this Agreement, all of the required policies specified above. The failure to procure or maintain the required insurance policies and/or an adequately funded self-insurance program acceptable to the District will constitute a material breach of the Agreement.

3) Terms of Policies

All insurance specified above shall remain in force until all work to be performed is satisfactorily completed. If the insurance is provided on a claims-made basis, it must remain in force for the entire term of the Agreement and a minimum of three (3) years thereafter.

4) Self-Insurance

Upon evidence of financial capacity satisfactory to the District and Contractor's agreement to waive subrogation against the District respecting any and all claims that may arise, the Contractor's obligations hereunder may be satisfied in whole or in part by adequately funded self-insurance.

5) Deductibles and Retentions

The Contractor shall be responsible for payment of any deductible or retention on the Contractor's policies without right of contribution from the District. Deductible and retention provisions shall not contain any restrictions as to how or by whom the deductible or retention is paid. Any deductible or retention provision limiting payment to the Named Insured is unacceptable.

In the event that the policy of the Contractor or any subcontractor contains a deductible or self-insured retention, and in the event that the District seeks coverage under such policy as an additional insured, the Contractor shall satisfy such deductible or self-insured retention to the extent of loss covered by such policy for a lawsuit arising from or connected with any alleged act or omission of the Contractor, subcontractor, or any of their officers, directors, employees, agents, or suppliers, even if the Contractor or subcontractor is not a named defendant in the lawsuit.

C. Evidence of Insurance and Endorsements

Prior to commencing work or entering onto the District's property, the Contractor shall file a Certificate of Insurance with the District evidencing the foregoing coverage's, including the following endorsements:

- 1) The insurance company(ies) issuing such policy(ies) will provide at least thirty (30) days' notice to the District of cancellation or non-renewal.
- 2) That the policy(ies) is primary insurance and the insurance company(ies) providing such policy(ies) shall be liable thereunder for the full amount of any loss or claim that the Contractor is liable for under this section, up to and including the total limit of liability, without right of contribution from any other insurance maintained or which may be maintained by the District.
- 3) Such insurance shall include as additional insureds the District, and its respective Commissioners, officers, employees, and agents while acting in such capacity, and their successors or assignees, as they now or as they may hereafter be constituted, singly, jointly, or severally.
- 4) The policy must also contain either a Cross Liability endorsement or Severability of Interests Clause and stipulate that inclusion of the District as an additional insured will not in any way affect the District's rights as respects to any claim, demand, suit or judgment made, brought, or recovered against the Contractor. Said policy shall protect the Contractor and the District in the same manner as though a separate policy had been issued to each, but nothing in said policy shall operate to increase the insurance company's liability as set forth in its policy beyond the amount or amounts shown or to which the insurance company would have been liable if only one interest had been named as an insured.

D. Consequence of Lapse

Should any required insurance not be procured or lapse during the term of this Agreement, requests for payment originating after such lapse will not be processed until the District receives satisfactory evidence of reinstated coverage as required by the Agreement. If insurance is not reinstated, the District, may, at its sole option, terminate this Agreement effective on the date of such lapse of insurance.

13. MANNER OF PAYMENT

Contractor will submit detailed monthly invoices at the end of each month describing the work performed and the associated deliverable. Invoices will also include total expenditures to date and the remaining balance on the budgeted or not-to-exceed amount. Invoices will be prepared in a format acceptable to District. The District shall endeavor to pay approved invoices within thirty (30) days of their receipt.

14. CONTRACTOR'S STATUS

Neither the Contractor nor any party contracting with the Contractor shall be deemed to be an agent or employee of the District. The Contractor is and shall be an independent Contractor, and the legal relationship of any person performing services for the Contractor shall be one solely between that person and the Contractor.

15. ASSIGNMENT

Contractor shall not assign any of its rights nor transfer any of its obligations under this Agreement without the prior written consent of District.

16. DISTRICT WARRANTIES

The District makes no warranties, representations or agreements, either express or implied, beyond such as are explicitly stated in this Agreement.

17. DISTRICT REPRESENTATIVE

Except when approval or other action is required to be given or taken by the Board of Harbor Commissioners of the District, the General Manager of the District, or such person or persons as he/she shall designate in writing from time to time, shall represent and act for the District.

18. DISPUTE RESOLUTION

The District and Contractor agree to attempt in good faith to resolve all disputes informally. If agreed to by both parties, alternate methods of dispute resolution, such as mediation, may be utilized. Unless otherwise directed by the District, the Contractor shall continue performance under this Agreement while matters in dispute are being resolved.

19. MAINTENANCE, AUDIT, AND INSPECTION OF RECORDS

All Contractor and subcontractor costs incurred in the performance of this Agreement will be subject to audit. The Contractor and its subcontractors shall permit the District or its authorized representatives to inspect, audit and verify statements, invoices or bills submitted by the Contractor pursuant to this Agreement. The Contractor shall also provide such assistance as may be required in the course of such audit. The Contractor shall retain these records and make them available for inspection hereunder for a period of four (4) years after expiration or termination of the Agreement.

If, as a result of the audit, it is determined by the District's auditor or staff that reimbursement of any costs including profit or fee under this Agreement was in excess of that represented and relied upon during price negotiations or represented as a basis for payment, the Contractor agrees to reimburse the District for those costs within sixty (60) days of written notification by the District.

20. TERMINATION

The District shall have the right to terminate this Agreement at any time for cause or for convenience by giving written notice to the Contractor. Upon receipt of such notice, the Contractor shall not commit itself to any further expenditure of time or resources.

If the Agreement is terminated for any reason other than a breach or default by the Contractor, the District shall pay to the Contractor in accordance with the provisions of Sections 5 and 13 all sums actually due and owing from the District for all services performed and all expenses incurred up to the day written notice of termination is given, plus any costs reasonably and necessary incurred by the Contractor to effect such termination. If the Agreement is terminated for breach or default, the District shall remit final payment to the Contractor in an amount to cover only those services performed and expenses incurred in full accordance with the terms and conditions of this Agreement up to the effective date of termination.

The District shall not in any manner be liable for the Contractor's actual or projected lost profits had the Contractor completed the services required by this Agreement.

21. NONDISCRIMINATION

In connection with the performance of this Agreement, the Contractor shall not discriminate against any employee or applicant for employment because of race, color, religion, citizenship, political activity or affiliation, national origin, ancestry, physical or mental disability, marital status, age, medical condition (as defined under California law), veteran status, sexual orientation, gender identity, gender expression, sex or gender (which includes pregnancy, childbirth, breastfeeding, or related medical conditions), taking or requesting statutorily protected leave, or any other characteristics protected under federal, state, or local laws. The Contractor shall take affirmative actions to ensure that applicants are employed, and that employees are treated during their employment, without regard to their race, religion, color, sex, disability, national origin, or any other characteristic protected under state, federal, or local laws. Such actions shall include, but not be limited to, the following: employment, upgrading, demotion or transfer, recruitment or recruitment advertising, layoff or termination, rates of pay or other forms of compensation; and selection for training, including apprenticeship. The Contractor further agrees to insert a similar provision in all subcontracts, except subcontracts for standard commercial supplies or raw materials.

22. CONFLICT OF INTEREST

The Contractor warrants and represents that it presently has no interest and agrees that it will not acquire any interest that would present a conflict of interest under California Government Code §§ 1090 et seq. or §§ 87100 et seq. during the performance of services under this Agreement. The Contractor further covenants that it will not knowingly employ any person having such an interest in the performance of this Agreement. Violation of this provision may result in this Agreement being deemed void and unenforceable.

23. PUBLICITY

The Contractor, its employees, subcontractors, and agents shall not refer to the District, or use any logos, images, or photographs of the District for any commercial purpose, including, but not limited to, advertising, promotion, or public relations, without the District's prior written consent. Such written consent shall not be required for the inclusion of the District's name on a customer list.

24. ATTORNEY'S FEES

If any legal proceeding should be instituted by either of the parties to enforce the terms of this Agreement or to determine the rights of the parties under this Agreement, the prevailing party in said proceeding shall recover, in addition to all court costs, reasonable legal fees.

25. WAIVER

Any waiver of any breach or covenant of this Agreement must be in a writing executed by a duly authorized representative of the party waiving the breach. A waiver by any of the parties of a breach or covenant of this Agreement shall not be construed to be a waiver of any succeeding breach or any other covenant unless specifically and explicitly stated in such waiver.

26. SEVERABILITY

If any provision of this Agreement shall be deemed invalid or unenforceable, that provision shall be reformed and/or construed consistently with applicable law as nearly as possible to reflect the original intentions of this Agreement, and in any event, the remaining provisions of this Agreement shall remain in full force and effect.

27. NO THIRD PARTY BENEFICIARIES

This Agreement is not for the benefit of any person or entity other than the parties.

28. APPLICABLE LAW

This Agreement, its interpretation and all work performed under it shall be governed by the laws of the State of California.

29. BINDING ON SUCCESSORS

All of the terms, provisions and conditions of this Agreement shall be binding upon and inure to the benefit of the parties and their respective successors, assigns and legal representatives.

30. ENTIRE AGREEMENT; MODIFICATION

This Agreement, including any attachments, constitutes the entire Agreement between the parties with respect to the subject matter hereof and may not be amended except by a written amendment executed by authorized representatives of both parties. In the event of a conflict between the terms and conditions of this Agreement and the attachments, the terms of this Agreement will prevail.

IN WITNESS WHEREOF the parties have executed this Agreement by their duly authorized officers as of the day and year first above written.

SAN MATEO COUNTY HARBOR DISTRICT

By: _____ Date: _____

Title: _____

***[COMPANY NAME OF CONTRACTOR]**

By: _____ Date: _____

Title: _____

By: _____ Date: _____

Title: _____

**This Agreement must be executed by two corporate officers, consisting of: (1) the president, vice president or chair of the board; and (2) the secretary, assistant secretary, chief financial officer or assistant treasurer. In the alternative, this Agreement may be executed by a single officer or a person other than an officer provided that evidence satisfactory to the District is provided demonstrating that such individual is authorized to bind the corporation (e.g. a copy of a certified resolution from the corporation's board or a copy of the corporation's bylaws).*

ATTACHMENT A

SCOPE OF SERVICES

ADMINISTRATIVE DUTIES

- a) The Labor and Employment legal team will provide legal advice and represent the District in legal matters which include, but are not limited to: employment contract review; employee leaves of absence, unemployment benefits, retirement benefits, compliance with the following laws: FMLA/ CFRA, ADA, Title VII, ADEA, FLSA, PEPRA, applicable State Laws; wrongful termination, reasonable accommodations, retaliation, discrimination, harassment, and reductions in workforce; wage, hour and overtime standards; disciplinary actions; grievance processing and responses; collective bargaining and labor contract application and interpretation; employment-related meetings, hearings, litigation and binding arbitrations; conduct review and analysis in hiring and termination practices, workplace policies and procedures;
- b) Be accessible to provide legal assistance to the District on an emergency basis;
- c) Assist and cooperate with the District, its officers, agents and employees on all labor and employment legal matters pertaining to the District including enforcement of State and local laws and codes;
- d) Prepare annual audit letter;
- e) Make written or oral reports to the Board as necessary regarding status of any legal actions in which the District may be involved;
- f) Provide updates regarding legal development that may impact the District; and
- g) Provide compliance training.

LITIGATION DUTIES

- h) Render legal services required in connection with claims against the District and conduct of litigation to which the District may be a party;
- i) Represent the District in all legal proceedings required in the enforcement of District labor and employment ordinances, practices and policies.

**SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES**

**ATTACHMENT C
ACKNOWLEDGEMENT OF ADDENDA**

**SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES**

SAN MATEO COUNTY HARBOR DISTRICT

ACKNOWLEDGEMENT OF ADDENDA

The undersigned Proposer acknowledges receipt of the following addenda, if issued, to the RFP Documents. If none received, write "None Received."

Addendum No. _____, dated _____

Addendum No. _____, dated _____

Addendum No. _____, dated _____

Date: _____

Firm: _____

Print Name: _____

Signature: _____

Title: _____

**SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES**

**ATTACHMENT D
SCOPE OF SERVICES**

SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES

ADMINISTRATIVE DUTIES

- a) The Labor and Employment legal team will provide legal advice and represent the District in legal matters which include, but are not limited to: employment contract review; employee leaves of absence, unemployment benefits, retirement benefits, compliance with the following laws: FMLA/ CFRA, ADA, Title VII, ADEA, FLSA, PEPRRA, applicable State Laws; wrongful termination, reasonable accommodations, retaliation, discrimination, harassment, and reductions in workforce; wage, hour and overtime standards; disciplinary actions; grievance processing and responses; collective bargaining and labor contract application and interpretation; employment-related meetings, hearings, litigation and binding arbitrations; conduct review and analysis in hiring and termination practices, workplace policies and procedures;
- b) Be accessible to provide legal assistance to the District on an emergency basis;
- c) Assist and cooperate with the District, its officers, agents and employees on all labor and employment legal matters pertaining to the District including enforcement of State and local laws and codes;
- d) Prepare annual audit letter;
- e) Make written or oral reports to the Board as necessary regarding status of any legal actions in which the District may be involved;
- f) Provide updates regarding legal development that may impact the District; and
- g) Provide compliance training.

LITIGATION DUTIES

- h) Render legal services required in connection with claims against the District and conduct of litigation to which the District may be a party;
- i) Represent the District in all legal proceedings required in the enforcement of District labor and employment ordinances, practices and policies.



Board of Harbor Commissioners

Sabrina Brennan, President
Edmundo Larenas, Vice President
Nancy Reyerling, Secretary
Tom Mattusch, Treasurer
Virginia Chang Kiraly, Commissioner

John Moren, Interim General Manager
William Parkin, District Counsel

February 13, 2019

TO: Prospective Proposers

FR: Julie van Hoff, Director of Administrative Services

RE: RFP #2019-02 for Labor and Employment Legal Services- Addendum

The following questions were received prior to the February 12, 2019 4:00 p.m. deadline:

QUESTION #1-#2

1. What is the proposed term of engagement of legal services arising out of the RFP?
2. Will you please provide additional data related to historical volumes? We would like to learn more about your legal needs (fees and hours incurred annually) for the categories of work outlined in the RFP.

Kimberly S. (Senna) Randolph | Senior Business Development Coordinator | Ogletree, Deakins, Nash, Smoak & Stewart, P.C.

DISTRICT'S RESPONSE

1. There is no term specified, and the RFP is for ongoing legal services on an as needed basis.
2. Costs of labor and employment legal services averaged around \$55,000 per year over the last ten years. The highest year was \$133,000 and the lowest was \$5,600.

QUESTION #3

3. What is your best estimate as to onsite v. offsite employment counsel hours needed?

Sean D. De Burgh, Partner
Cole Huber LLP

DISTRICT'S RESPONSE

3. 90% offsite, telecons and document response. I would imagine the only times onsite would be required would be potentially meeting with an employee's Union rep/legal team due to a pending claim and possibly an occasional update to our Board on pending litigation in a Closed Session. We don't anticipate any union negotiations for another 5 years, as we recently approved a new MOU with both bargaining units, OE3 and Teamsters.

QUESTIONS #4-#12

4. What is an estimate of the number of hours per month counsel would have to set aside for San Mateo County Harbor District?
5. Is there a possibility of travel reimbursement if the number of hours per month reaches a

specific level or range?

6. What are the current needs in terms of labor and employment? What specifically is the greatest need?

7. What are the general legal needs of the district?

8. Is the knowledge of Maritime law necessary for counsel?

9. What would qualify as an “unburdened” hourly rate?

10. Where is the addenda located?

11. Where is attachment E?

12. What does attachment E consist of?

Theresa Conway, Marketing/Front Office Coordinator
Renne Public Law Group

DISTRICT’S RESPONSE

4. District needs fluctuate from month-to-month. Over the last three years the District averaged approximately 20 hours per month; with the highest month at 94 hours and the lowest less than one hour.

5. It seems reasonable to provide a cap for travel expenses. Please identify any proposed reimbursable.

6. The greatest need of the District is to assist in higher level Human Resource issues, such as assisting with investigation of employee complaints, disciplinary actions, providing input on Human Resource policies, and a methodology for assuring the District is aware of and complying with current legislation. Please refer to Attachment D-Scope of Services.

7. The District has a contract with Wittwer / Parkin to act as District Counsel and provide general legal services.

8. Maritime law is desired. If a firm does not have experience with Maritime law, a subcontract or other proposed method to address Maritime issues may be provided in the proposal.

9. The labor rate the firm would charge without unrelated labor costs (e.g. do not include travel expenses, telephone costs, and copying costs).

10. This document is the only addendum to date.

11. and 12. This is an error. In Section 6. SCOPE OF SERVICES the RFP should have referenced Attachment D- Scope of Services.

Ogletree Deakins

Response to Request for Proposal RFP #2019-02

Prepared for:

San Mateo County Harbor District

February 28, 2019

Prepared by:

Karen Tynan

karen.tynan@ogletree.com

916.840.3157

Anthony DeCristoforo

anthony.decristoforo@ogletree.com

916.840.3141

**OGLETREE, DEAKINS, NASH,
SMOAK & STEWART, P.C.**

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Anthony J. DeCristoforo
916-840-3141
anthony.decristoforo@ogletree.com

February 28, 2019

San Mateo County Harbor District
P.O. Box 1449
El Granada, CA 94018
Attention: Deputy Secretary

RE: Ogletree Deakins' Response to San Mateo County Harbor District's Request for Proposal, RFP #2019-02

Ogletree, Deakins, Nash, Smoak & Stewart, P.C. (Ogletree Deakins) appreciates the opportunity to respond to San Mateo County Harbor District's (the District) Request for Proposal (RFP). An Am Law 100 firm and one of the largest labor and employment firms, Ogletree Deakins is consistently recognized for providing superior client service and value, and we are well-positioned to partner with the District to meet all of its labor and employment law needs.

- **Introduce the firm and summarize its qualifications.**

We have expertise in every substantive area of importance to our local governmental agency clients. We have worked with these public agencies on a wide variety of matters including handbook and policy reviews, leaves-of-absence issues, wage and hour advice, Occupational Safety and Health Act (OSHA) compliance, public accommodations accessibility, the full range of employment litigation defense, employee benefits matters, and affirmative action plans. We have also represented public agencies in the traditional labor arena. Because of this long history of serving public agencies, Ogletree Deakins is uniquely qualified to partner and collaborate with the District.

Ogletree Deakins was founded on the core values of premier client service, teamwork and collaboration, treating each other with respect, hard work, and open governance. These core values permeate our culture, business philosophy, and service model. Our commitment to premier client service—providing clients with the resources to solve today's business challenges—is embodied in the Client Pledge that every Ogletree Deakins attorney signs, in which we promise to:

- Understand your business and objectives
- Focus on and anticipate your needs
- Collaborate to develop creative business solutions
- Harness technology and innovation to better serve your interests
- Communicate in a timely and effective manner
- Provide quality representation with exceptional value



Ogletree Deakins considers diversity and inclusion integral to our culture and success as a firm. We continually strive to meet not only our own diversity goals but also the diversity and inclusion goals of our clients. We believe our philosophy and practice of inclusion—soliciting, valuing, and incorporating the myriad viewpoints of its lawyers—results in a firm that is more creative, stronger, and better able to address the evolving issues in a workplace.

Ogletree Deakins is innovative in the way the firm approaches professional development and diversity. The firm combines these two areas into one department dissolving the silo where diversity is often placed and ensuring it is an integral part of attorney advancement and engagement. For more information on our Professional Development and Inclusion (PDI) Department, please see our 2018 PDI Annual Report included as **Attachment A**.

- . **Name(s) of authorized principals with authority to negotiate and contractually bind the firm.**

Anthony DeCristoforo, managing shareholder in our Sacramento office, is authorized to negotiate and contractually bind the firm.

- . **A statement that binds the Proposer to the proposed Scope of Services and Cost Proposal for one hundred and twenty (120) calendar days.**

Ogletree Deakins confirms that the proposed Scope of Services and our Cost Proposal are valid for 120 calendar days.

- . **Confirm acceptance of or indicate exceptions to the Sample Agreement. See Subsection 11.B.**

Our exceptions to the Sample Agreement are included in **Attachment B**, which is a redlined version of the agreement.

- . **Indicate whether there are any conflicts of interest that would limit the Proposer's ability to provide the requested services. See Section 13.**

We are not aware of any real or potential conflict of interest in representing the District, nor do we see any indirect conflict (or “business-related” conflict) in providing legal services to the District. If such a conflict arises, we will address it with the District immediately.

Sincerely,

Anthony J. DeCristoforo

AJD:eem

B. Approach to Scope of Services

A demonstration of the Proposer's understanding of the proposed Scope of Services (Attachment D) is required as part of the Proposal. With respect to each task described in the Scope of Services, discuss your approach and methodology for performing the services. Describe how you would staff each task, the level of effort required for each task, and how your staff would coordinate with and respond to District staff.

Unlike many general practice firms, our labor and employment practice covers the full array of issues affecting the workplace. Moreover, due to our experience, size, and broad geographic reach, we can have attorneys ready to assist the District with its labor and employment legal matters on short notice when urgent issues arise. We regularly counsel clients on all areas of labor and employment law indicated in the RFP, including the following:

- Drafting/revising employee handbooks and supervisory and policy manuals;
- Developing/conducting compliance training;
- Drafting/revising leaves-of-absence policies and ensuring compliance with all applicable laws including the Family and Medical Leave Act (FMLA) and the California Family Rights Act;
- California compliance sexual harassment training for supervisors and employees as requested by the District;
- Attending employment-related meetings, hearings, litigation, and binding arbitrations;
- Attending Board Meetings or Closed Sessions as requested or needed;
- Evaluating recruitment and hiring processes and employee orientation programs;
- Advising on health and safety issues including compliance with OSHA and state workplace safety laws including reviews of safety training and audits, and in the event of citations, appeal of OSHA citations;
- Addressing employee complaints of harassment, discrimination, and retaliation, and ensuring compliance with Title VII, the Age Discrimination in Employment Act, and all state and local discrimination laws;
- Conducting or overseeing internal investigations;
- Assessing whether an employee has a disability and analyzing requests for accommodation to ensure compliance with the Americans with Disabilities Act and state disability laws;
- Designing and implementing employment policies and practices;
- Identifying employee conduct that constitutes protected activity and managing employees engaging in protected activity;
- Assisting in the performance management of historically poor performers, including advising on disciplinary measures and drafting separation agreements;
- Assisting with reductions-in-force and mass layoffs;
- Counseling clients on preventing and defending pay discrimination claims, including conducting privileged pay equity audits (of which we have handled more than 200 within the past 5 years) and drafting defensible policies and procedures;
- Ensuring that wage and hour practices, including overtime policies, are in compliance with all applicable state and federal laws, including the Fair Labor Standards Act (FLSA);
- Advising on best practices and legal compliance for pre- and post-employment screening and testing;
- Counseling clients on all termination and post-termination issues including termination pay and benefits issues;
- Helping clients comply with new privacy developments, craft compliant social media policies, and use best practices for protecting data;

- Assisting in the preparation of annual audit letters;
- Designing and administering employee benefits plans in compliance with all applicable laws including the California Public Employees' Pension Reform Act;
- Negotiating labor contract negotiations and advising on the application and interpretation of the contracts;
- Conducting manager and supervisor training;
- Drafting and reviewing employment contracts;
- Counseling on union organizing campaigns, union grievances, and protected concerted activity;
- Complying with the National Labor Relations Act; and
- Advising on bargaining units, subcontracting, subrogation, and other labor issues.

In addition to the above counseling and advice, we have extensive experience representing our clients, including public agencies and governmental entities, in all forms of labor and employment litigation, including single-plaintiff lawsuits and in complex and class litigation. Our attorneys can defend the District in all labor and employment-related legal proceedings in California.

Complete descriptions of our practice areas can be found in **Attachment C**.

Relationship Management and Staffing

Our client partnership commitment is ideally suited to meet the District's expectations for client-focused teamwork. We find that open and regular communication is key to establishing and maintaining a successful client relationship. We will work with the District on each matter to identify the relevant legal issues, establish client goals, and assemble a team that can accomplish those goals.

The relationship manager for all District matters will be Karen Tynan. Karen will be the primary point of contact and manage the District Core Team. She will be responsible for staffing all District matters with attorneys who have the most appropriate level of experience and rate for each task. Karen will also ensure that all legal professionals who perform work on District matters understand the structure of the District's business and legal needs. The District will not be charged for any time that Karen acts in this role. Instead, Karen will bill only for time spent working in connection with specific District matters. Anthony (Tony) DeCristoforo, the managing shareholder of the Sacramento office, will also provide high-level guidance on all District matters.

A strong core of attorneys will handle the vast majority of the work. Our goal is to provide a team large enough to ensure responsiveness while keeping the team small enough to master institutional knowledge of your business and develop a meaningful rapport with key District employees. Additional subject-matter experts will provide advice and counseling in their respective areas of expertise as needed and subject to the District's approval. Of course, we are willing to tailor our staffing approach in keeping with your preferences.

Engagement/Onboarding Meeting

At the start of the engagement, we will hold an onboarding meeting, at our expense, to introduce our team and gain further insights into your business and operations. The meeting will also help the Ogletree Deakins team learn the District's preferences for the handling of its legal matters, the frequency and type of communication that the District prefers, the nature and posture of current pending matters, and issues of importance to the District.

Regular Meetings and Client Feedback

In addition to the ongoing informal dialogue you will have with your relationship manager, Karen Tynan, and other Ogletree Deakins attorneys working on District matters, we also offer more formal periodic review mechanisms to ensure the District's ongoing satisfaction and to obtain feedback on our performance. We will hold regular meetings to review the status of all matters, upcoming decision points, and next steps, with a focus on both your business and legal needs. These meetings can be held in-person or remotely, quarterly or more—or less—frequently, at your preference.

Reporting

We regularly communicate with our clients regarding the status of pending matters. In the District's case, we would provide written or oral reports to the Board as necessary regarding the status of any legal actions in which our firm is representing the District. Further, the relationship attorney or one of the core team members will be responsible for alerting you to important legislation, regulatory changes, court rulings, and emerging risks by emailing in-house counsel with an update on the developments. We also provide clients with e-alert updates that are produced by our lawyers and made available through blogs, podcasts, newsletters, webinars, and seminars on emerging legal issues. Matters we cover routinely include proposed, pending, or newly enacted legislation; new case law, including U.S. Circuit Court splits, U.S. Supreme Court rulings, and orders granting certiorari; and legal trends, including shifts in focus from the plaintiffs' bar, and other emerging risks.

C. Proposer's Qualifications and Experience

- 1) All attorneys performing services for the District on behalf of the firm must be admitted to practice in the State of California and be members in good standing with the State Bar of California.**

We confirm that all Ogletree Deakins attorneys proposed to perform services for the District are admitted to practice in the State of California and are members in good standing with the State Bar of California.

- 2) The firm member with primary responsibility for the services provided to the District, must have at least five (5) years' experience providing labor and employment legal services for special districts, municipalities or other local public agencies.**

Karen Tynan has been practicing labor and employment law in California from 2001 to present. Throughout that time, she has advised both public and private clients including construction companies, media companies, wineries, transportation businesses, agriculture and food processors, and a variety of other businesses located in Northern California. When she was with Jordan, Aqui, and Tynan, she provided legal services to the Forestville Fire Protection District, the Sonoma County Waste Management Agency, and the Shiloh Cemetery District. In 2014 and 2015, she was the elected public member of the Healdsburg High School Governance Council providing a broad range of advice but also informally advising and assisting that council with carrying out their duties to advise the public high school on strategic plans and compliance with state requirements.

Karen's experience includes counseling and advising public and private employers on complex workplace issues including all of the California wage and hour requirements, California leaves, sexual harassment and discipline, as well as termination and severance agreements. In 2017, Karen Tynan defended a large Napa based construction company against a sexual harassment case and received a defense verdict.

3) Demonstrated legal expertise (including counseling and litigation) in personnel law and regulations including but not limited to labor issues, employment law, and occupational safety and health.

Our firm is routinely recognized for high-quality legal services and the dedication of our attorneys:

- Named “Law Firm of the Year” in the 2019 *U.S. News – Best Lawyers*® “Best Law Firms” publication for the eighth consecutive year. Only one law firm is named in each nationally ranked practice area. For 2019, we have been named “Law Firm of the Year” in Employment Law – Management. For 2019, Ogletree Deakins also earned “First-Tier” rankings in six practice areas: Employee Benefits (ERISA) Law; Employment Law – Management; Labor Law – Management; Litigation – Labor & Employment; Litigation – ERISA; and Construction Law.
- Earned a top firm ranking nationwide for Labor & Employment law in *Chambers USA* 2018. The guide notes that Ogletree Deakins is a “[f]ormidable labor and employment practice with numerous offices across the USA, providing advice on the whole range of relevant matters such as internal workplace investigations and formal representation regarding regulatory compliance.”
- Named a “Powerhouse” in Complex Employment Litigation and Everyday Employment Litigation for the seventh straight year in BTI’s *2019 Litigation Outlook: Changes, Trends and Opportunities for Law Firms* report.
- Named to the 2017 BTI Clientopia 24, which lists 24 law firms recognized by clients for superior client relationships. The BTI Clientopia 24 are firms with the most relationships where a client considers the law firm both its leading primary provider and the first firm it would recommend to other legal decision makers.
- Named to *Corporate Counsel* magazine’s 2017 survey “Who Represents America’s Biggest Companies” for the fifth year in a row. Notably, Ogletree Deakins received the most mentions nationwide for **any** firm, not just labor and employment law firms.
- In addition to firm honors, individual Ogletree Deakins attorneys received the following recognition:
 - 53 of our attorneys are Fellows in the College of Labor and Employment Lawyers.
 - 79 of our attorneys are ranked in *Chambers USA* 2018.
 - 225 of our attorneys are listed in *The Best Lawyers in America* 2019.
 - 27 of our attorneys are recommended in *The Legal 500 United States* 2018.
 - 167 attorneys were recognized as “Super Lawyers” and 86 were identified as “Rising Stars” in the 2017 edition of *Super Lawyers*.



4) Maritime labor law knowledge is desired.

Karen Tynan graduated with honors from the United States Merchant Marine Academy. She worked for Chevron Shipping Company for ten years—sailing as a ship’s officer on oil tankers and rising to the rank of Chief Officer with her Unlimited Master’s License as well as San Francisco Bay pilotage endorsement. Karen ultimately became the highest ranking woman in the Chevron fleet. Her maritime and petroleum

experience is unique among employment lawyers and would give Karen an insider's perspective when working with the District.

The following information should be included in the Proposal:

- 1) A brief description of the Proposer's qualifications for the Scope of Services and previous experience on similar or related work performed for local governmental agencies, including special districts, specifically port and harbor districts, if any. This description must include a summary of work performed, the period over which the work was completed, for whom it was performed, the location where it was performed, and the size of the Proposer's effort (i.e., cost and period of time).**

Ogletree Deakins has a long record of serving as counsel to local governmental agencies. Over the past five years, we have represented more than 300 public entities, including local governmental agencies, in approximately 840 matters. Our work on behalf of these clients includes general labor and employment law advice, immigration-related matters, the full range of employment-related litigation and pre-litigation issues (ADA, ADEA, FLSA, non-compete agreements, Title VII, and more), and employee benefits counseling. We have also represented these clients in the traditional labor arena and have provided labor advice and defended them in connection with collective bargaining, grievances, and unfair labor practice complaints. More information about our work for these clients is available upon request.

In addition, we have handled approximately 159 matters for over 30 clients in the maritime shipping and transportation industry. These matters range from general labor and employment law advice, immigration matters, discrimination-related advice and representation, and advice and representation in connection with collective bargaining, grievances, and unfair labor practice complaints.

We also regularly provide training to our public entity clients and our clients in the maritime shipping and transportation industry.

- 2) The names of the proposed lead Counsel and all key personnel who would be directly engaged in the performance of the Scope of Services. For each of these individuals, please submit:**
 - a) A description of their qualifications and background, and number of years of experience in performing labor and employment legal services;**
 - b) A list of references, including a brief description of the nature of the work performed by the individual for each reference; and**
 - c) A description of their experience with public agency clients and with special districts, specifically harbor and port district agencies, if any.**

**Karen Tynan – Of Counsel, Sacramento
Relationship Manager**



Karen specializes in defending California employers from workplace safety, sexual harassment, and wrongful termination claims. Her clients include construction companies, transportation companies, wineries, and media companies. From 2005 to 2008, while working at Jordan, Aqui, and Tynan, Karen advised and represented the Shiloh Cemetery District, Forestville Fire Protection District, and the Sonoma County Waste Management Agency. Recent notable successes include a 2017 defense verdict in a Napa County Superior court sexual harassment case for a large construction company as well as successful settlement of citations from the California Division of Occupational Safety and Health (Cal/OSHA) for a 90% reduction in fines for “willful and serious” citations. Karen was a candidate for the California Board of Pilot Commissioners in 2018 and will remain a candidate for any open public member position for 2019. Karen has defended companies in most venues across Northern California. She has 18 years of experience providing labor and employment legal services.

Karen's References:

Joe Gonsalves

JA Gonsalves & Son Construction

360 Watson Ln, American Canyon, CA 94503

(707) 258-6261 – Office

(707) 287-7208 – Joe Gonsalves's Cell Phone

- Client since 2006
- Services performed for JA Gonsalves and Son Construction have included general employment advice, contract disputes, civil litigation, trial work, mediations, and compliance advice.

Mark Meagher – CFO

Cybernet Entertainment and The Armory Club

1155 Mission St.

San Francisco, CA 94103

(415) 699-3686

- Client since 2010
- Services performed for Cybernet Entertainment and related company The Armory Club have included complex civil litigation, writs, appeals, termination and discipline advice, contract disputes, sexual harassment training and compliance, wage and hour compliance, EDD audits, and other general labor and employment advice.

Adam Grayson – Former CFO

Echo Alpha

14141 Covello St.

Van Nuys, CA 91405

(310) 936-7546

adam@adamgrayson.com

- Client since 2013
- Services performed for Echo Alpha and related companies has been broad ranging and included general employment advice, terminations and discipline advice, regulatory compliance, complex litigation, writs, appeals, and administrative law hearings.



Tony DeCristoforo – Office Managing Shareholder, Sacramento

Tony focuses on the representation of employers and supervisors in disputes in state and federal courts, as well as in administrative proceedings and arbitrations. He has extensive experience handling wage and hour class/collective actions and claims for discrimination, wrongful termination and sexual harassment. He also advises employers on a wide range of employment-related issues, including wage and hour law, employment agreements, employee handbooks, and statutory leave rights.

Tony's general litigation practice includes the representation of businesses and individuals in a variety of civil actions, including unfair competition, breach of contract, and business tort lawsuits. Tony has 25 years of experience providing labor and employment legal services.

Tony's Reference:

Bridgette C. Romoan, Esq.
Community Choice Financial, Inc.
6785 Bobcat Way, suite 200
Dublin, OH 43016
broman@ccfi.com

- Client since 2012
- Services performed for Community Choice Financial, Inc. has been broad ranging and included general employment advice and employment litigation.



Robert Rodriguez – Associate, Sacramento

Robert's practice focuses on the representation of employers in disputes in state and federal courts, as well as in administrative proceedings and arbitrations. Robert has experience with a wide variety of labor and employment law matters, including wage and hour class/collective actions and claims of discrimination, retaliation, harassment, and wrongful termination. He also routinely provides in-house legal advice regarding complex labor and employment issues.

Before joining Ogletree Deakins, Robert served as an attorney for the California Governor's Office of Emergency Services (Cal OES), handling in-house labor and employment matters. Cal OES' is a California Governor's cabinet-level agency responsible for overseeing and coordinating emergency preparedness, response, recovery, and homeland security activities within the state and employs approximately 1,100 employees. During Robert's tenure at Cal OES, he routinely advised the executive leadership on all aspects of labor and employment law, including labor relations, employee safety, human resources administration, and staff discipline. Robert conducted staff investigations and human resources training and represented Cal OES in adverse employment actions before the State Personnel Board. He has over 3 years of experience providing labor and employment legal services.

Robert's Reference:

Jennifer Plescia – Assistant Chief Counsel
California Governor's Office of Emergency Services (Cal OES)
3650 Schriever Avenue
Mather, CA 95655
(916) 845-8815
jennifer.plescia@caloes.ca.gov

- Services include advising on all aspects of labor and employment law, including labor relations, employee safety, human resources administration, and staff discipline, and claims of discrimination and harassment. Robert also represented Cal OES in adverse employment actions before the State Personnel Board and claims of discrimination and harassment before the Department of Fair Employment and Housing.



Jill Schubert – Associate, Sacramento

Jill's practice is focused on defending employers in state and federal courts, as well as in administrative proceedings and arbitrations against claims of discrimination, retaliation, harassment, wrongful termination, and defamation. She has significant experience representing public entities and non-profits, including public universities,

counties, cities, school districts, religious organizations, and healthcare systems throughout California. Jill has experience dealing with the many issues unique to public entity representation, including various governmental immunities, the Tort Claims Act, the Ralph M. Brown Act, and the Public Records Act. Jill has over 3 years of experience providing labor and employment legal services to public entities.

Jill's Reference:

Lincoln Snyder – Executive Director, Schools
Roman Catholic Diocese of Sacramento
(916) 733-0110
lsnyder@scd.org

- Services performed included representation of the Diocese in employment litigation matters, as well as general employment advice.

Additional Attorney Resources

In addition to the proposed team outlined above, all of Ogletree Deakins' lawyers are at the disposal of the District, and we are happy to work with you to perfect this staffing structure. Due to our California presence and expertise in California labor and employment law, we are available to help the District with any labor or employment-related legal issues it confronts quickly and efficiently. For instance, our Traditional Labor Law Practice Group includes nearly 200 lawyers who represent employers of all sizes in labor matters such as collective bargaining, union campaigns, and unfair labor proceedings before the National Labor Relations Board. Members of our Traditional Labor Law practice are located in all six of our California offices, including Marias Anastas in Los Angeles and Sean Kramer in San Francisco.

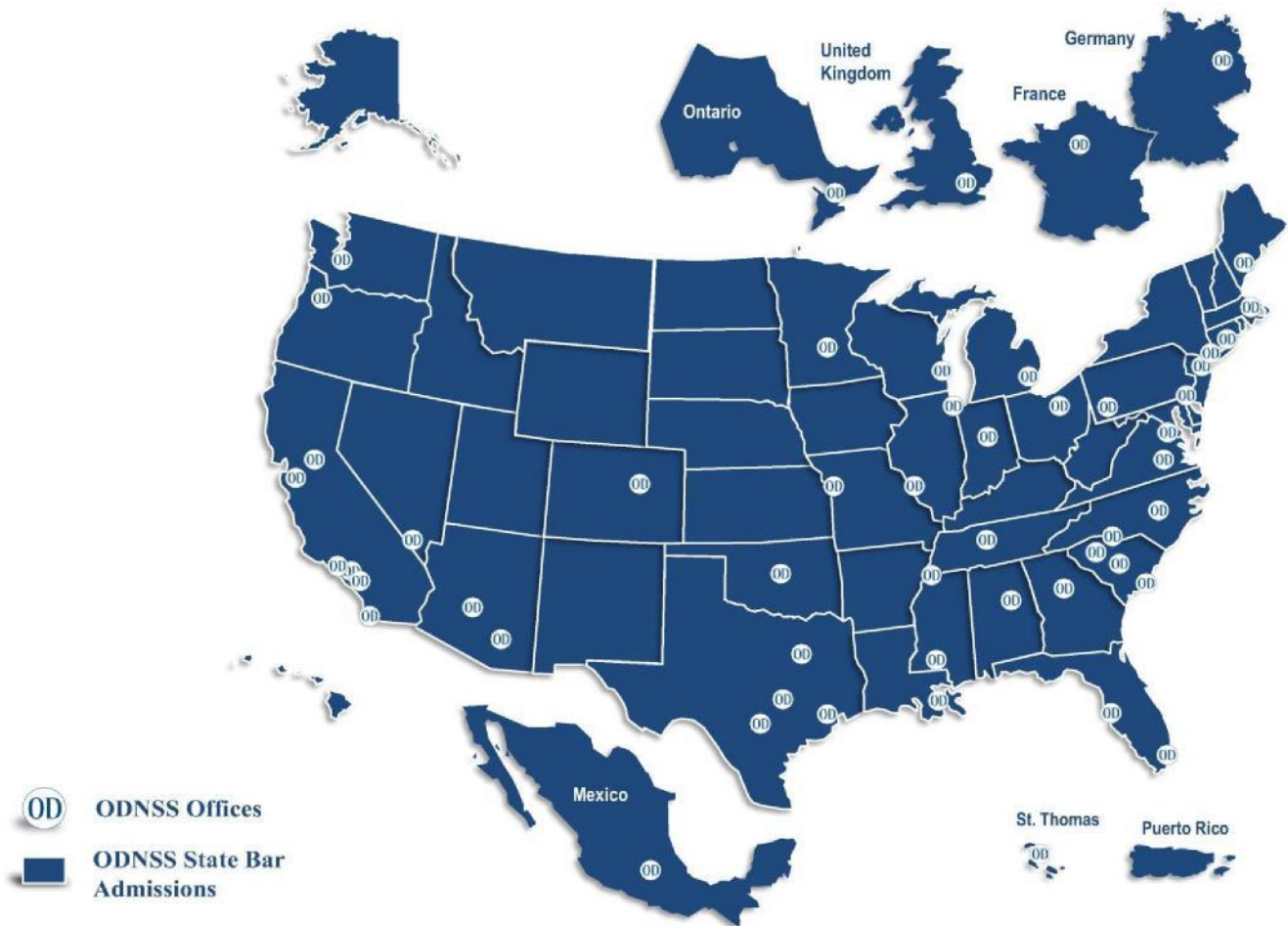
Complete attorney biographies for the proposed team are provided in **Attachment D**.

- 3) Provide contact information for three references for which the Proposer has provided similar services to those described in these solicitation documents within the past three years. For each client submitted as a reference, Proposer shall supply a brief description of the work performed if not already detailed under Section 7.C.2) above.**

All of the references listed above in response to Question No. 2 can be contacted.

- D. State the Size, Structure, and Location(s) of Firm**
Provide an organization chart that identifies the proposed client management and legal team. Also provide information concerning the Proposer's and Subcontractor's law firms size, structure, areas of practice, and locations.

We employ more than 850 attorneys in 53 offices, including 48 offices in the U.S. and the U.S. Virgin Islands, three offices in Europe (United Kingdom, Germany, and France), one office in Mexico, and one office in Canada. Our lawyers are admitted to practice in all 50 U.S. states, the U.S. Virgin Islands, Puerto Rico, the United Kingdom, France, Germany, Mexico, and Canada. We have two offices in the vicinity of the San Mateo Harbor—Sacramento and San Francisco.



The firm is a professional corporation with ownership belonging to member equity shareholders. The board of directors, the firm's primary management group, is comprised of nine positions, including firm managing shareholder, two managing directors, and six board members. Each office is managed by a local managing shareholder.

An organizational chart identifying the proposed client management and legal team is included as **Attachment E**.

Our practice areas include:

- Affirmative Action and OFCCP Compliance
- Appellate
- Arbitration and Alternative Dispute Resolution
- Background Checks
- Class Action Defense
- Client Training
- Data Privacy
- Disability Access
- Diversity and Inclusion
- Drug Testing
- eDiscovery and Records Retention
- Employee Benefits and Executive Compensation
- Employment Law Compliance
- Employment Litigation
- ERISA Litigation
- Ethics Compliance, Internal Investigations, and Whistleblower Response
- Governmental Affairs

- Immigration
- International Law
- Leaves of Absence/Reasonable Accommodation
- Mergers and Acquisitions
- Wage and Hour
- Pay Equity
- RIF/WARN
- Traditional Labor Relations
- Unfair Competition and Trade Secrets

E. Financial Stability

Provide pertinent information to allow the District to reasonably formulate a determination about the financial stability and strength of the Proposer such as financial references, financial statements, or other relevant documentation. Describe any administrative proceedings, claims lawsuits, settlements, or other exposures pending against the Proposer.

Because Ogletree Deakins is not a public entity, it is firm policy to not release this type of financial information. However, included for your reference as **Attachment F** is the firm's Dun & Bradstreet financial statement.

Ogletree Deakins is an international law firm with more than 875 attorneys and 1,900 employees operating in offices throughout the U.S., and in the United Kingdom, Germany, Canada, and Mexico. As would be the case for any law firm of our size, we are not immune to occasional legal disputes. However, from conversations with our panel of insurers, it is clear that, as compared to peer firms, our risk-profile is very low and our claims history is benign. Our firm opens in excess of 20,000 new matters per calendar year, and the number of such matters that result in any type of claim against the firm is exceedingly small. Most often, such matters are filed by unrepresented individuals against whom our attorneys have successfully litigated on behalf of our clients. None of these matters are material; however, we are happy to provide additional details regarding any of these matters upon request.

F. Acknowledgement of Addenda (Attachment C), if applicable

Our signed Acknowledgement of Addenda form is included as **Attachment G**.

Attachment A
2018 PDI Annual Report



Ogletree
Deakins

ANNUAL REPORT

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EXECUTIVE SUMMARY

Welcome to the Annual Report of the Professional Development and Inclusion (PDI) department. In 2018, the PDI department continued to emphasize culture and quality, two key components of the firm's strategic plan and client pledge.

The firm solidified its place as a leader in both the diversity and professional development arenas. Having sponsored numerous national and local events, we favorably impacted the communities around us and saw our visibility in those communities increase. We also actively supported our shareholders by participating in multiple client meetings and discussions, all of them with positive results. Additionally, as Chief Diversity and Professional Development Officer, I participated in a number of local, regional, and national speaking engagements and podcasts representing the firm.

Our diversity and inclusion efforts included, but were not limited to, the rolling out of our new initiative, the Diversity Action Plan. Each of our attorneys was asked to commit to completing five to seven action items to further diversity and inclusion at Ogletree Deakins, in their local communities, and/or in the legal profession generally. The firm's six business resource groups—ODAlliance (supporting our LGBT attorneys), ODA3 (the Asian-American business resource group), ODAdeante (the Hispanic/Latino business resource group), ODFamily (supporting parents and families), ODWIN (our women's initiative), and ODBAR (the African-American business resource group)—held a strategic planning session at the Attorney Retreat to develop their plans for next year. In 2018 their efforts ranged from a new sponsorship program for non-equity women shareholders initiated by ODWIN, an associate mentorship program created by ODBAR, and new family-friendly policies (e.g., a "Milk Stork" program, a new ramp up policy, and a new backup childcare

resource) supported by ODFamily.

Ogletree also signed on to the American Bar Association's (ABA) new well-being pledge, committing to support our attorneys and staff in leading healthy professional lives. Furthermore, we also cultivated relationships with numerous organizations committed to improving diversity in the legal profession, including forming a new relationship with the ACC Foundation, which provided our diverse attorneys with opportunities to network with in-house counsel. We completed 31 diversity and inclusion surveys, responded to over 30 client requests for proposals requiring diversity metrics and/or initiatives, and won diversity and inclusion awards/recognition for our efforts, including earning Gold Standard Certification from the Women in Law Empowerment Forum (WILEF), ranking among the top 25 firms in all diversity categories on the Vault Associate Satisfaction Survey, and ranking as one of the Best Law Firms for Women by *Working Mother Media*.

Recognizing the increasing requests by our clients to advise them on diversity and inclusion best practices, we championed the creation of a new practice group, the Diversity and Inclusion Practice Group. This new group is chaired by Kimya S.P. Johnson (Senior Counsel, Philadelphia) and Shafeeqa W. Giarratani (Office Managing Shareholder, Austin). The group supports our clients in designing, implementing, and enhancing their own diversity and inclusion initiatives and provides a range of services, from advice and counsel to legal compliance work and engagement surveys.

Our professional development efforts in 2018 focused on the automation of ODPro (our labor and employment benchmarks); the completion of other practice-specific benchmarks for groups such as Workplace Safety and Health; and the development of a new resource, PD the

ODWay, a compendium of the professional development resources available to our attorneys. We also continued to drive use of the Success the OD Way (SODW) Learning Guide, which, when used in conjunction with ODPro and PD the ODWay, allows our attorneys to proactively take greater ownership of their careers.

Other key professional development initiatives included two pilot business development programs, TABS (Technology-Aided Business Success) for the newly elected class of shareholders and BAP (Business Accelerator Program) for top-performing non-equity women shareholders desiring to make equity shareholder. We continued to expand the availability of business development and professional skills training to all attorneys through a cost-effective subscription to Lawcountability and multiple new e-learning modules on key topics. Finally, the PDI department's senior leadership team provided individual coaching to address the specific professional development needs of associates, of counsel, and shareholders.

Overall, 2018 was a banner year for the PDI department. We ensured our attorneys had access to quality developmental opportunities across offices, helped to foster an inclusive culture reflecting the firm's core values of mutual respect and teamwork, supported the firm's diversity recruiting efforts, collaborated strategically with other administrative departments, and developed specific initiatives to support our diverse attorneys. We look forward to completing a needs assessment and working on a new three-year strategic plan in 2019.

Warm regards,

Michelle P. Wimes
Chief Diversity and Professional
Development Officer
michelle.wimes@ogletree.com

2018 DIVERSITY AND INCLUSION

PROFILE, PROGRAMS, AND INITIATIVES



DISC Members as of December 2018

Diversity and Inclusion Steering Committee

The Diversity and Inclusion Steering Committee (DISC) supports the work of the PDI department by acting as an advisory body, as reviewers, and as content developers, presenters, and panelists for internal trainings.

The DISC has created a network of diversity office ambassadors whose primary role is to work with office managing shareholders (OMSs) to support national diversity initiatives and to identify local development needs and resources. These ambassadors liaise with the DISC member that oversees their diversity region.

DISC members are the diversity and inclusion (D&I) liaisons for the offices that are within the region they oversee. Each member has the overall responsibility for identifying and being a resource for the Diversity and Inclusion Ambassadors (DIAs) in those offices.



DIAs as of December 2018

Diversity and Inclusion Ambassadors

The DIAs are the resident representatives of the PDI department at each Ogletree Deakins office.

The DIAs liaise with and receive guidance and support from the DISC liaison for their offices.

Throughout 2018, the DIAs continued to work with the OMSs to support local D&I initiatives and to implement national D&I initiatives locally.

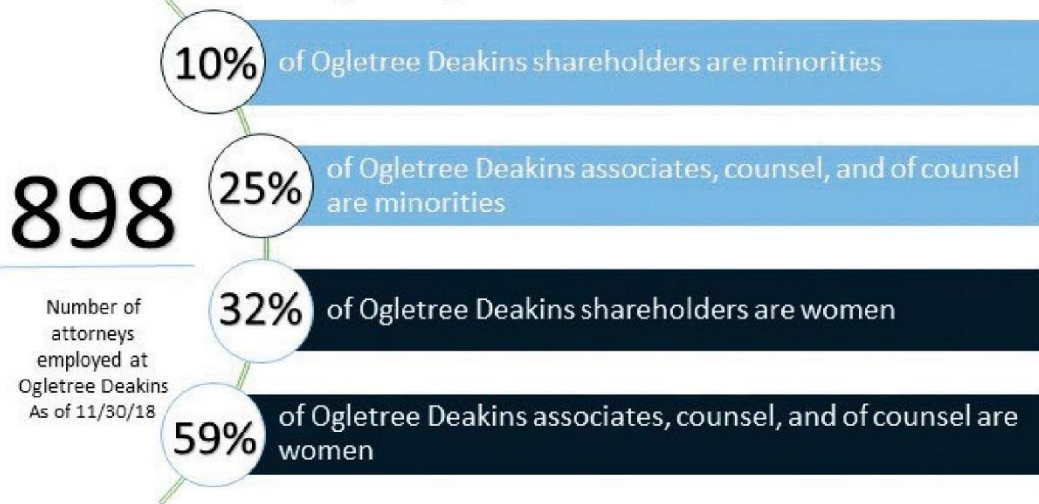
The Year in Review

- In July 2018, Ogletree Deakins was named as one of the **Best Law Firms for Women** by *Working Mother*. For over a decade, *Working Mother* has recognized U.S. law firms that create and use best practices in retaining and promoting women lawyers.
- In July 2018, for the third time, Ogletree Deakins earned **Gold Standard Certification from the Women in Law Empowerment Forum (WILEF)** for leadership roles achieved by equity women partners.
- In June 2018, Ogletree Deakins was **ranked #12 on *The National Law Journal's* 2018 Women in Law Scorecard**, which ranks the nation's largest law firms according to their inclusion of women attorneys.
- In May 2018, Ogletree Deakins was **ranked #2**, in the 600+ Lawyers category, on **Law360's Best Law Firms for Female Attorneys** report. This ranking is based on U.S. attorney headcount in order to compare similarly sized firms. Any firm that had a below-average female representation at any level was excluded. The remaining firms were ranked by the percentage of female non-partners and female partners. There were 62 law firms—among four size categories—that outpaced their peers.
- In May 2018, Ogletree Deakins **moved up from #75 to #68** on ***American Lawyer Media's* 2018 Diversity Scorecard** ranking.
- In April 2018, Ogletree **ranked among the top 25 firms** in seven categories of the **2018 Vault Associate Survey**, including all categories related to diversity:
 - Overall Diversity (15)
 - Diversity for Minorities (13)
 - Diversity for Individuals with Disabilities (16)
 - Diversity for Women (23)
 - Diversity for LGBTQ (24)
 - Transparency (16)
 - Business Outlook (18)



This survey polled over 17,000 associates at approximately 500 law firms to assess their perceptions in 20 categories, such as firm culture, transparency, and diversity.

Diversity By the Numbers



82%

Percent of Ogletree Deakins attorneys promoted to shareholder in 2018 that were minorities or women

Ogletree Deakins vs National Industry Numbers



Sharing Best Practices

Members of the Professional Development and Inclusion (PDI) department gave presentations at local, regional, and national events. These opportunities allowed the PDI department to provide insights on diversity and inclusion topics and share the successful programs and initiatives at Ogletree Deakins. In addition, we spoke to over 45 organizations during the year, sharing diversity and inclusion best practices.

Event	Topic	Location
American Lawyer Media New York	Retaining Today's Fast-Moving Talent (Panelist)	New York City, NY
Charting Your Own Course Career Conference	Deconstructing Grit for the Associate of Color (Moderator)	Orlando, FL
Project Equality's 2018 Diversity and Inclusion Summit	Three of the Best: What Works and Why (Panelist)	Kansas City, MO
Pembroke Hill School	Small Steps We Can Take Towards Racial Unity (Panelist)	Kansas City, MO
American Public Square	East is East and West is West: Segregation in Kansas City (Panelist)	Overland Park, KS
Workplace Strategies	Diversity and Inclusion Initiatives and Where They Can Go Wrong (Panelist)	Phoenix, AZ
Kansas City Legal Recruiters Association	Disrupting Bias With Emotional Intelligence (Keynote Speaker)	Kansas City, MO
Black Female Attorneys Luncheon	Strategies to Mitigate Harm Caused by Microaggressions (Panelist)	Kansas City, MO
Cristo Rey Kansas City High School Diversity Training	Diversity: Embrace the Differences, Change the World (Training)	Kansas City, MO
Oklahoma City D&I Consortium - Quarterly Meeting	Pathway to Purpose: Gaining 360-Degree Support for Your Diversity and Inclusion Program (Keynote Speaker)	Oklahoma City, OK
OD Milwaukee: Managing a Workforce in 2019	Creating Inclusive Communities and Embracing Diversity in Divisive Times (Speaker)	Milwaukee, WI
University of Saint Mary	Diversity and Data Metrics (Keynote Speaker)	Leavenworth, KS
Kansas City Women's Collective	Career Development (Speaker)	Kansas City, MO
OD Kansas City: Managing a Workforce in 2019	Creating Inclusive Communities and Embracing Diversity in Divisive Times (Speaker)	Overland Park, KS
Working Mother Best Law Firms for Women	2018 Exchange Roundtables (Moderator)	Chicago, IL
Corporate Labor and Employment Counsel Exclusive	In-House Counsel's Role in Driving Success in Diversity and Inclusion (Moderator)	Palm Springs, CA
InSide Diversity XI	How the Art of Inclusion Can Unleash the Power of Diversity in the Legal Profession (Moderator)	Los Angeles, CA
Association of Law Firm Diversity Professionals Annual Conference	Supporting Diverse Attorneys (Panelist)	Chicago, IL
St. Monica Catholic Church Racial Justice Forum	Race, Religion, and the Catholic Church (Panelist)	Kansas City, MO
Professional Development Institute	The Convergence of Professional Development, Marketing, and Technology (Panelist)	Washington, D.C.
University of Missouri-Kansas City Commencement Ceremony	The Journey to Becoming Me (Commencement Address)	Kansas City, MO

Providing Diversity and Inclusion Expertise to Our Clients

In 2018, Ogletree Deakins created the Diversity and Inclusion Practice Group, chaired by Kimya S.P. Johnson (Senior Counsel, Philadelphia) and Shafeeqa W. Giarratani (Shareholder, Austin). This new group draws upon the vast resources present within one of the nation's largest labor and employment-focused law firms. It brings together experts in diversity and inclusion program implementation, affirmative action/OFCCP compliance, and pay equity to ensure clients are prepared to address the inherent challenges in building effective and legally compliant initiatives. The group also harnesses the expertise within Ogletree Deakins Learning Solutions™ to craft and deliver diversity-oriented training that meets clients' needs.



Kimya S.P. Johnson
(Senior Counsel, Philadelphia)



Shafeeqa W. Giarratani
(Shareholder, Austin)

Where did PDI go in 2018?

National Sponsorship Events	City
Charting Your Own Course Career Conference	Orlando, FL
National Bar Association's Commercial Law Section 31st Annual Corporate Counsel Conference	Dana Point, CA
Human Rights Campaign Los Angeles' Annual Gala Dinner and Auction	Los Angeles, CA
Hispanic National Bar Association's Ninth Annual Corporate Counsel Conference	San Francisco, CA
ACC Foundation's Good Lawyers to Great Lawyers Retreat	Orlando, FL
Out & Equal's 11 th Annual Executive Forum	San Francisco, CA
National Employment Law Council's 23 rd Annual Conference	New Orleans, LA
ACC's The Care and Feeding of In-House Counsel: Dinner Discussion Series	Detroit, MI
ACC Foundation's Global Women in Law & Leadership Symposium and Honors Dinner	New York, NY
South Asian Bar Association of North America's Annual Conference	New York, NY
National Association of Women Lawyers' Annual Meeting & Awards Luncheon	New York, NY
National Bar Association's 93 rd Annual Convention & Exhibits	New Orleans, LA
ABA Commission on Women in the Profession: Margaret Brent Awards Luncheon	Chicago, IL
LGBT Bar's Annual Lavender Law Conference and Career Fair	New York, NY
Hispanic National Bar Association's Annual Convention and Career Fair	Philadelphia, PA
Human Rights Campaign's National Dinner	Washington, D.C.
ACC's The Care and Feeding of In-House Counsel Dinner Discussion Series	Denver, CO
Minority Corporate Counsel Association's Diversity Gala	New York, NY
Corporate Counsel Women of Color's 14 th Annual Career Strategies Conference	New York, NY
Society for Human Resource Management's Diversity & Inclusion Conference & Exposition	Atlanta, GA
National Bar Association's Labor and Employment Section Annual Conference	Washington, D.C.
Working Mother's Best Law Firms for Women Gala Awards Luncheon and Career Accelerator Summit	Chicago, IL
National Association of Women Lawyers' Fourteenth General Counsel Institute	New York, NY
National Asian Pacific American Bar Association's Annual Convention	Chicago, IL

Regional Sponsorship Events	City
Heartland Diversity Legal Job Fair	Kansas City, MO
Black Archives of Mid-America	Kansas City, MO
Project Equality's Diversity and Inclusion Summit	Kansas City, MO
Becoming Martin	Kansas City, MO
Women's Foundation's We Work for Change Annual Event	Kansas City, MO
Jackson County Bar Association's Judge Kit Carson Roque, Jr., Scholarship Banquet	Kansas City, MO
Kansas City Friends of Alvin Ailey's Race, Place and Diversity Dinner and Symposium	Kansas City, MO
Urban League of Greater Kansas City's Difference Maker Awards Luncheon	Kansas City, MO

Across the Firm

Ogletree Deakins proudly participates in the Leadership Council on Legal Diversity's (LCLD) Fellows program. Every year, a diverse shareholder from the firm participates in this comprehensive legal-talent development program. In 2018, Jacqueline R. Barrett (Shareholder, Philadelphia) represented Ogletree Deakins in the 2018 Class of Fellows.



The firm's LCLD Fellows Alumni include Monique Gougisha Doucette (Shareholder, New Orleans); Elizabeth Ebanks, (Shareholder, Richmond); Daniel T. Sulton (Shareholder, Greenville); and Thornell Williams, Jr. (Shareholder, Jackson).

In 2018, many of our offices participated in various diversity and inclusion activities.

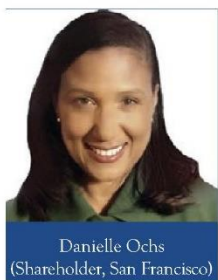
- Our Austin office sponsored the Austin Lawyer Chapter of the American Constitution Society's (ACS) Diverse Legal Voices of Austin Networking Event.
- For the third consecutive year, our Charlotte office sponsored the Women Lawyers of Charlotte's Fighting for Women With Fashion event, benefitting Safe Alliance, an organization that provides hope and healing to those impacted by domestic violence and sexual assault.
- In partnership with Indiana University Robert H. McKinney School of Law and Indiana University Maurer School of Law, our Indianapolis office created a diversity scholarship and mentoring program. Two scholars were chosen and paired with mentors from Ogletree Deakins for the school year. They will attend lunch and learns hosted by the firm, have access to resume coaching, and participate in a mock interview with our national recruiting team.

Pledge to Diversity and Inclusion Action Plan

- To demonstrate our commitment to diversity and inclusion, we asked each attorney to complete five to seven action items on the Pledge to Diversity and Inclusion Action Plan. In 2018, we rolled out part one, focused on enhancing our internal diversity and inclusion efforts and external marketing opportunities. The activities range from reading and learning to watching and attending.



Meet Our Business Resource Groups



African-American Business Resource Group

The Ogletree Deakins Black Attorney Resource Group (ODBAR), chaired by Danielle Ochs (Shareholder, San Francisco), works to bring greater visibility to the group and support their mentorship and sponsorship.

Several of our ODBAR attorneys have been nationally recognized for their work in the legal field, including:

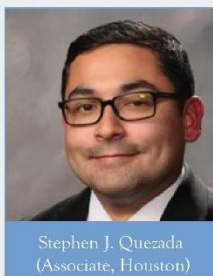
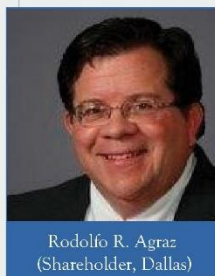
- Paul Lancaster Adams (Shareholder, Philadelphia), who was named to *Human Resource Executive's* 2018 list of the "Most Powerful Employment Attorneys";
- Shafeeqa W. Giarratani (Shareholder, Austin) and Danielle Ochs (Shareholder, San Francisco), who were recognized by *Savoy Magazine* among its 2018 Most Influential Black Lawyers.

The group also works to provide support and education for the entire firm. For example, for Black History Month, ODBAR created a three-part symposium on the following topics: History of Title VII; Inclusion Theory; and Generational Shifts, Globalism, and Tech in the Workplace. The series was presented live and recorded for on-demand viewing by attorneys and staff alike.

In addition to our attorneys, the webinars included conversations and presentations from outside experts such as Dr. Arin Reeves, President of Nextions; Carmen Copher, Senior Director & Counsel, Employee Relations at Tesla; Ashley James, Associate General Counsel, Labor & Employment at Facebook; Jorja Jackson, Senior Corporate Counsel at Salesforce; and Cassandra Knight, Chief Litigation Counsel at PayPal.



Hispanic/Latino Business Resource Group



Rodolfo R. Agraz (Shareholder, Dallas) and Stephen J. Quezada (Associate, Houston), co-chairs of the firm's Hispanic/Latino business resource group, Ogletree Deakins Adelante (ODAdelante), worked to bring greater visibility to our Hispanic/Latino attorneys both within and outside the firm.

The PDI department sponsored the Hispanic National Bar Association's Annual Convention and Career Fair. In addition to providing an opportunity for networking and education, Ogletree Deakins' recruiting team was able to connect with and interview candidates for opportunities at the firm.

Family Business Resource Group



Kelly S. Hughes
(Shareholder, Charlotte)



Trina R. Le Riche
(Shareholder, Kansas City)

The firm's family business resource group, Ogletree Deakins Family (ODFamily), is co-chaired by Kelly S. Hughes (Shareholder, Charlotte) and Trina R. Le Riche (Shareholder, Kansas City). The group serves as a resource to support attorneys during times of transition and stress while allowing everyone to live authentic lives and bring their whole selves to work.

The firm now offers:

- 16 weeks of paid parental leave;
- gradual ramp-up upon return from paid parental leave, with a 20 percent reduction in the billable-hour requirement and no change in compensation for 16 weeks;
- the "Milk Stork" program, which supports nursing mothers by shipping pumped milk during business travel; and
- backup care services for childcare centers, in-home care, aging parent, or other adult dependent.

Asian-American Business Resource Group



Gregory Cheng
(Shareholder, San Francisco)



Caroline Tang
(Shareholder, Austin)



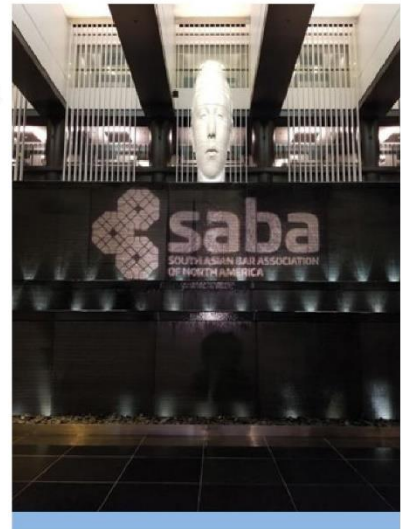
Richard Chen
(Shareholder, Orange County)

The firm's Asian-American business resource group, Ogletree Deakins Asian-American Attorneys (ODA3), is led by Gregory C. Cheng (Shareholder, San Francisco); Caroline Tang (Shareholder, Austin), and Richard Y. Chen (Shareholder, Orange County).

In addition to attending and participating in conferences held by the National Asian Pacific

American Bar Association (NAPABA) and the South Asian Bar Association, Ogletree Deakins is a founding sponsor (member) of the National Filipino American Lawyers Association (NFALA) and is highly active in local and regional associations. Catherine Vu-Thu Tran (Counsel, Torrance) is a board member of the Vietnamese American Bar Association of Southern California. They represented Ogletree Deakins at the organization's reception to honor Nhan Vu's appointment to the Orange County (California) Superior Court.

M. Tae Phillips (Of Counsel, Birmingham) and Connie M. Ng (Associate, Washington, D.C.) were selected to the NAPABA Leadership Advancement Program. The yearlong program is designed to develop mid-career Asian Pacific American attorneys' leadership skills while providing an opportunity to foster genuine relationships with peers within the profession. Only 24 attorneys across the country were selected.



Lesbian, Gay, Bi-Sexual, and Transgender (LGBT) Business Resource Group



Natalie N. Turner
(Shareholder, Atlanta)



Adam T. Pankratz
(Shareholder, Seattle)

The firm's LGBT business resource group, Ogletree Deakins Alliance (ODAlliance), is led by Natalie N. Turner (Shareholder, Atlanta) and Adam T. Pankratz (Shareholder, Seattle). Under their leadership, the group works to find ways to support and leverage each other's business development efforts.

ODAlliance member and Executive Board Member Nonnie L. Shivers (Shareholder, Phoenix) was named a Top 100 Lawyer in Arizona for 2018 by *Arizona Business Magazine*.

In 2018, Ogletree Deakins sponsored the Human Rights Campaign's National Dinner. Our ODAlliance attorneys also went to the National LGBT Bar's Annual Lavender Law Conference and Career Fair. In between networking and attending CLE sessions, they jumped in and interviewed candidates at our career fair booth with our recruiting team.



(From left to right) Adam T. Pankratz (Shareholder, Seattle); Ana Bohonos (Attorney Recruiter); and Vanessa Russell (Director of Recruiting & Retention)

Women's Initiative

Chaired by Kerri S. Reisdorff (Shareholder, Kansas City), the firm's women's business resource group, ODWIN (Ogletree Deakins Women's Initiative), constantly seeks new avenues to focus its efforts more keenly on supporting women's business development and leadership opportunities within the firm. This relentless effort has led to Ogletree Deakins' progressive movement towards assisting our women attorneys in attaining the highest leadership levels in the firm.

In 2018, ODWIN continued its participation in the national Women's In-House Counsel Leadership Institute (WIHCL) programs, in both Detroit and Orange County, California. The invitation-only leadership workshops were exclusive to women in-house attorneys. Designated Ogletree Deakins women shareholders moderated panel discussion and small-group programming to expand their skills and improve their competencies. ODWIN invited Ritu Bhasin, owner of bhasin consulting, inc., to facilitate a workshop based on her new book *The Authenticity Principle*. Kansas City women attorneys invited local women clients and contacts to learn how to lead effectively while leveraging their differences.



Kerri Reisdorff
(Shareholder, Kansas City)



(From left to right) Kerri S. Reisdorff (Shareholder, Kansas City); Ritu Bhasin (President, bhasin consulting inc.); C. Matthew Keen (Firm Managing Shareholder, Raleigh); Michelle P. Wimes (Chief Diversity and Professional Development Officer, Ogletree Deakins); and Stacy M. Bunck (Office Managing Shareholder, Kansas City)



Professional Development Initiatives

At Ogletree Deakins, professional development (PD) is an ongoing process. It involves expanding existing skills and acquiring new ones through formal and informal means so that our attorneys are equipped to serve our clients with excellence and add value to their businesses.

Throughout 2018, we encouraged our attorneys—especially associates—to take responsibility for their own development, whether acquiring traditional legal skills (writing, advocacy, research, persuasiveness, etc.) or honing emerging skills such as project management, collaboration, and self-management.

In 2018, the PDI department made a concerted effort to match our learning objectives with increasingly adaptive learning technologies. We used virtual, face-to-face, and blended approaches in our professional development programs, and we used different learning modalities (visual, auditory, and kinesthetic). PDI team members led professional development programs, and we also worked with leading industry consultants to augment our programs. In addition, we offered group as well as individual coaching opportunities for associates, of counsel, and shareholders.

We are proud of the professional development opportunities we offer our attorneys, and we strive to help them acquire and cultivate the skills, knowledge, and attitudes needed to serve our clients and to thrive in the global legal market.



ODPro 2.0

Labor and Employment Benchmarks

It is indisputable that attracting and retaining associate talent is fundamental to the success and future of any law firm. It ensures a pipeline of extraordinary talent for client service, business development, leadership, etc. One of the essential ingredients of attracting and retaining talent is providing our associates with meaningful training and professional development opportunities. Further, the most successful training and professional development programs are more than ad hoc: they are systemic, personalized, and ingrained in the day-to-day fabric of our local offices.



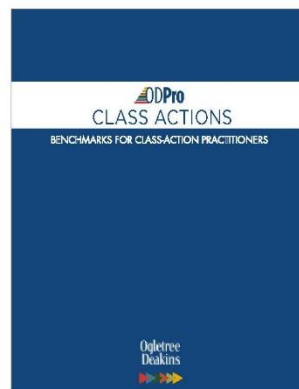
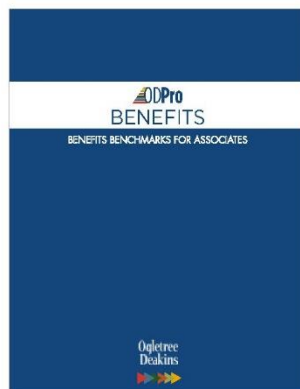
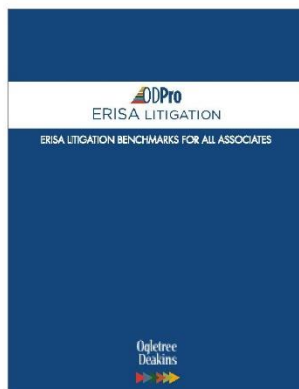
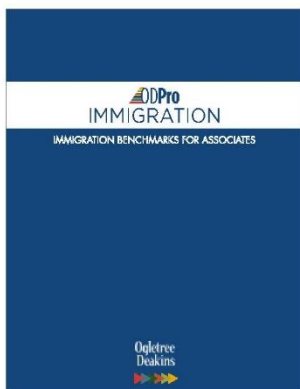
Tobias E. Schlueter
(Shareholder, Chicago)

Consequently, our firm is rolling out a refined, digitized version of our associate benchmarks: ODPro 2.0. It is an integrated and formal tool that serves as the backbone for sustained training and development. It is designed for intentional conversations with associates about the opportunities and skill sets they have and/or need for their level of experience. It is critical that associates take ownership of their careers and this process, including actively trying to obtain opportunities they need to meet a given benchmark.

Importantly, ODPro 2.0 requires intentional shareholder and office managing shareholder (OMS) leadership and engagement. The firm is aware that direct OMS involvement communicates the importance of the benchmarking process to our associates, and it also provides the OMS with insight into associate readiness, talent level, and growth opportunities.

As a member of the Professional Development Steering Committee, I fully support the utilization of ODPro 2.0 and know that it will continue to positively impact the value and quality we traditionally offer our clients.

The Professional Development and Inclusion (PDI) department continues to have available other practice area ODPro Benchmarks, including: ODPro Immigration, ODPro ERISA Litigation, ODPro Benefits, and ODPro Class Actions.



Firm-Wide Professional Development Programs and Initiatives

Substantive Legal Training and CLE

Ogletree Deakins maintains a subscription with West LegalEdcenter, a web-based continuing legal education (CLE) and professional development service from Thomson Reuters. This service offers consolidated, firm-wide access to CLE training to all our attorneys and paralegals.

In 2018, our attorneys expressed great satisfaction with the service and used it more than ever before. A total of 1,606 programs were accessed by our attorneys and paralegals, an increase of 5% over 2017.



Additionally, we renewed our firm-wide subscription with the American Bar Association (ABA), which allowed our attorneys to participate in the ABA's Free CLE Series and earn up to 18 hours of free CLE every year. Firm-Wide Professional Development Programs and Initiatives

"I travel quite a bit and earning CLE credit while I am driving on a long trip makes me feel like I am making the best use of my time. I download "interesting" programs on the WLE app to listen to on Bluetooth in my car."



Jeanne E. Floyd
(Shareholder, Richmond)

Decisions, Decisions

To help our attorneys make better decisions regarding the time they devote to professional development, in 2018 the PDI department published PD the ODWay, an electronic compendium of all the professional development opportunities.

The compendium not only lists all the professional development opportunities, but it also groups them in the following ways:

- By learning environment: is it in person, e-learning, or blended?
- By target audience: is the content targeted to associates, of counsel, shareholders, or all attorneys?
- By skills: what are the skills the attorney will hone by participating in a particular course/program? We've described each of these skills in detail so that our attorneys can select the courses that best meet their needs.



The PDI department has also published **PD Opportunities at Ogletree Deakins**, an abridged version of the compendium, which is available for external audiences.



Lauren C. Oldham (Associate, Oklahoma City) and Michael R. Buchanan (Shareholder, Dallas) converse at the welcome reception.



Michelle P. Wimes (Chief Diversity and Professional Development Officer) introduces Professor Bryan Garner.

The Winning Brief

This one-day program brought together 67 first- through fourth-year associates seeking to hone their legal writing skills under the guidance of internationally renowned lexicographer and teacher, Bryan Garner.

In consultation with the Professional Development Steering Committee, the PDI department established a three-year cycle of topics for this workshop:

- In 2018, The Winning Brief was offered.
- In 2019, Advanced Legal Writing and Editing will be offered.
- In 2020, The Garner Method for Better Legal Memos will be offered.

Since 2013, Ogletree Deakins has offered Garner's workshops to over 350 of our associates. This seminar was—and will continue to be—a key element of the firm's overall plan to strengthen associate's writing skills.

Professional Development in the Digital Era

At Ogletree Deakins, we recognize the legal market continues to evolve at a whirlwind pace and that clients expect true value and extreme responsiveness. In this environment, the PDI department has been exploring ways to have a positive impact across offices and countries, knowing that our attorneys have increasing demands on their time.

In 2018, we strategically and deliberately expanded the use of e-learning in concert with other learning modalities. Traditional classroom learning still has its place in training and professional development: it provides an environment wherein participants can build trust, network, and exchange ideas with one another on a personal level. But the ubiquitous use of smartphones, tablets, and laptops provides unprecedented opportunities for our attorneys to engage in training when and where it is convenient for them. With four generations of attorneys currently active in our firm, e-learning is an added—and welcomed—resource that appeals to our younger lawyers.

To expand the breadth and effectiveness of e-learning training opportunities, we partnered with LawFirmElearning, the leading developer of customized e-learning for the global legal industry. Besides working with LawFirmElearning to develop fully customizable content, we subscribed to QuickCustom™, a series of off-the-shelf e-learning modules (Skill-Bursts®) that can be easily tailored to the needs of our attorneys. The modules are “bite-size”, interactive, and mobile-enabled. Their content is expertly curated, and the topics are directly relevant to the needs of our attorneys.

Below is a sample of some of the topics we offered in 2018.



The full-scale rollout of the **Public Speaking Workshop (PSW)** was a great success, with workshops taking place in eight Ogletree Deakins offices. In this interactive setting, participants gave prepared speeches that were filmed. Then they reviewed their performances and received constructive feedback from their colleagues and the facilitator, Laura Rogora (Senior PD Manager).

Business Development Skills: Blended Learning



- In 2018, PDI piloted the **Business Accelerator Program (BAP)** for non-equity women shareholders. BAP was designed to support attorneys in increasing their books of business by leveraging their unique strengths and finding the right fit for their business development efforts. The program, led by Jill Dessalines, provided an initial assessment, a group launch, monthly group sessions, and an in-person wrap-up session at the 2019 Attorney Retreat.

- In 2018, the PDI department opened up the **Client Development Program (CDP)** to 60 associates. The CDP presents the foundational client development skills and habits that associates should acquire to strategically formulate and execute their business development plans. The program included three live webcasts with consultant Brianna Leung.



(From left to right) Laura Rogora (Senior PD Manager); Brianna Leung (Principal Consultant, GrowthPlay); and Emilie Keeton (Senior PD Coordinator) after the Client Development Plus Program for of counsel

- Fifteen top-performing of counsel were invited to participate in the 2018 **Client Development Plus (CDP+) Program**, which offered them real-time business development support and also enabled them to peer-coach one another. The program format included three web-based sessions, two small-group coaching sessions, and an in-person meeting at the Attorney Retreat, which was also presented by Ms. Leung.



- The PDI department continues to offer **Lawcountability**, a weekly 10-minute webinar series (also available on demand) that presents tasks and sets reminders to engage in business development. Six attorneys also had access to coaching with Ari Kaplan, principal of Ari Kaplan and Associates and creator of Lawcountability.



- The PDI department also piloted **Technology-Aided Business Success (TABS)**, a program for new non-equity shareholders seeking to enhance their ability to maximize business development opportunities and grow their books of business using technology. The program offered an initial assessment, a group launch at the Annual Shareholders Meeting, 15-minute weekly group sessions, 30-minute monthly group calls, and an in-person wrap-up session at the Attorney Retreat.



(From left to right) Michelle P. Wimes (Chief Diversity and PD Officer, Ogletree Deakins); Ari Kaplan (Principal, Ari Kaplan Advisors), who coached Ogletree Deakins' new 2018 shareholders; Jill Dessalines (Principal, Strategic Advice for Successful Lawyers, and coach for a group of 11 women non-equity shareholders); and Laura Rogora (Senior Manager, Professional Development) after the business development coaching sessions.

Ogletree Deakins



Attachment C

Practice Area Descriptions

PRACTICE AREA OVERVIEWS

AFFIRMATIVE ACTION AND OFCCP COMPLIANCE

The experienced attorneys in Ogletree Deakins' Affirmative Action and OFCCP Compliance Practice Group counsel and defend federal contractors and subcontractors throughout the United States on jurisdictional, compliance, and enforcement issues involving the Office of Federal Contract Compliance Programs (OFCCP). Our attorneys who practice in this area all have extensive OFCCP-related legal experience (4-30 years). Our data analytics consultants, analysts, and project managers average 10+ years of experience in preparing affirmative action programs (AAPs) and assisting with data analytics for OFCCP audits. We currently advise more than 300 federal contractor clients on their affirmative action and OFCCP compliance needs and are involved in more than 100 OFCCP audits nationwide every year.

Many of our Affirmative Action and OFCCP Compliance Practice Group attorneys are certified in Legal Lean Sigma™ principles. Implementing these Legal Lean Sigma™ principles, we have developed workflow processes and facilitative software tools for the AAP preparation process to ensure service delivery efficiency. Our attorneys and analytics team routinely attend trainings on best practices and new developments and/or requirements. Knowledge management is critical in this often-changing regulatory environment and we are proud that our collaborative culture and topical internal databases can assist our attorneys, staff, and clients with whom we work in the affirmative action compliance area.

Our legal advice on affirmative action and related matters is protected from discovery by the attorney-client privilege, as are the voluntary and proactive disparity analyses we have developed and which we prepare for our clients as part of the AAP preparation process for personnel activity (hiring, promotions, terminations) and compensation.

We are involved with OFCCP offices throughout the United States on a daily basis and have developed professional working relationships with many OFCCP managers and staff members, as well as Department of Labor solicitors. Our extensive involvement in affirmative action compliance issues and the addition of former OFCCP managers and compliance officers to our team provide a unique "insider's" view of OFCCP internal initiatives and methodologies for evaluating hiring and pay practices, many of which we can replicate and enhance through our proprietary software tools.

We understand the different approaches and styles of various OFCCP offices and employees, knowledge that often proves advantageous for our clients. Our credibility and knowledge of affirmative action regulations and processes have resulted in our excellent reputation with OFCCP, which is also valuable for our clients.

Because we regularly work with OFCCP offices throughout the United States, we are aware of current trends within specific OFCCP regions and district offices. Our attorneys regularly publish and present to clients and employer groups on OFCCP developments. We publish an [AA/OFCCP blog](#) that offers legal news, insights, and practical tips. We also offer periodic live webcasts and podcasts, and tweet at [OFCCPNews@twitter.com](#). Our proprietary Affirmative Action Compliance Guide, which we provide to all of our AAP clients at least annually, is regularly updated to reflect recent OFCCP and federal contractor developments.

Some of the services we routinely provide are:

- **Preparation of AAPs:** Before preparing AAPs, we consult with our clients to ensure the strategic optimization of both the AAP and EEO-1 organization. When we receive data to prepare AAPs, we review it and flag any missing or incorrect data so that problems can be identified and resolved quickly. At a later stage of the preparation process, we seek client approval on issues such as the development of AAP job groups and compensation pay analysis groups. We generally prepare, in-house and for a fixed fee, three annual AAPs (Minorities/Females, Individuals with Disabilities, and Protected Veterans) for each AAP location. These AAPs are “turnkey” at completion and include the required narratives and data metrics. We also prepare proactive, voluntary, and privileged disparity analyses for hiring, promotions, terminations, and compensation and can prepare quarterly or semiannual analyses. The AAPs are usually delivered electronically, accompanied by a privileged cover letter listing our observations and recommendations as well as our compliance guide outlining the numerous obligations of federal contractors.
- **Defense of OFCCP Compliance Reviews:** We provide assistance with responses to OFCCP compliance reviews, including desk audit submissions and requests from OFCCP for additional information. If OFCCP insists on conducting an on-site review, we can be and often are actively involved in this process. Our experience and knowledge of OFCCP’s requirements can reduce the time OFCCP spends on-site and avoid or minimize allegations of systemic discrimination. We frequently assist our clients in challenging and resolving such allegations of unlawful bias.
- **EEO-1 and VETS 4212 Reports:** We can advise on, prepare, and submit our clients’ annual EEO-1 and VETS 4212 reports.
- **Pay Equity Analyses:** As the momentum of legislation, regulation, and corporate initiatives focused on identifying and correcting pay disparities continues to grow, our attorneys are ready to assist with pay equity issues. We regularly counsel clients on proactive measures and best practices for preventing and defending pay discrimination claims; conduct voluntary, proactive, and privileged pay equity audits with experienced labor economists and statisticians; evaluate and draft defensible compensation policies and procedures; and advise on state-specific laws related to pay equity.
- **Diversity and Inclusion:** We advise our clients on diversity and inclusion program development, including planning, strategy, design, implementation, and initiative enhancement.
- **Compliance Advice and Assistance:** We routinely consult and train clients to ensure their awareness of the affirmative action regulatory requirements and OFCCP’s often-changing focus. We can develop and execute in-house compliance assessments to train human resources personnel and hiring managers and investigate potential problem areas prior to an OFCCP compliance review. We also counsel clients on jurisdictional issues, data management and analysis, recruiting and hiring practices, testing, state law compliance issues, and OFCCP audit readiness and risk assessment.

APPELLATE

Appellate rulings can affect an employer’s bottom line and their industries as a whole. Ogletree Deakins’ appellate practice has made a global impact in several industries. For example, our appellate victory regarding the interpretation of the federal Mine Safety and Health Act (MSHA) was a boon to the entire mining industry. In addition, our recent successes in persuading federal appeals courts to reverse or remand controversial National Labor Relations Board (NLRB) rulings regarding notice posting and protected concerted activity have helped both union and non-union employers. Our attorneys, through their appellate work, have also contributed to seminal rulings establishing employer-friendly notice standards under the Family and Medical Leave Act (FMLA) and the use of the federal enclave defense.

Experienced Appellate Attorneys

Ogletree Deakins' attorneys have appeared before the Supreme Court of the U.S., as well as every federal appeals court and numerous state appellate and supreme courts. Many of our attorneys have served as judicial clerks with state and federal appeals court judges. For clients ranging from small businesses to national retail chains and industry trade associations, our attorneys routinely provide appellate services that include:

- Researching and drafting appellate briefs;
- Advising trial counsel of legal considerations for appeals;
- Conducting oral argument;
- Filing interlocutory appeals;
- Filing petitions for mandamus; and
- Filing petitions for or opposing certiorari.

Amicus Curiae / “Friend of the Court”

In addition to representing clients in litigation at the appellate level, Ogletree Deakins attorneys play a role in appellate advocacy and frequently file amicus curiae briefs with the Supreme Court of the U.S. and other tribunals on landmark labor, employment, and benefits cases. We file such briefs on behalf of businesses, trade associations, and other similar organizations.

ARBITRATION AND ALTERNATIVE DISPUTE RESOLUTION

Employment arbitration and other alternative dispute resolution (ADR) techniques can help employers and employees achieve quicker and more efficient resolutions to employment disputes. Using ADR, especially arbitration, can reduce the burden and expense of litigation while maintaining fairness to all parties.

Ogletree Deakins' Arbitration/ADR Practice Group assists employers throughout the country and across industries to create, roll out, and enforce employment arbitration agreements and other ADR programs. We advise employers on potential costs and benefits and on effective ways to structure solutions according to each employer's goals, industry, workforce, and location.

Coast-to-Coast Coverage

Members of the Arbitration/ADR Practice Group are located in our offices around the country in all major jurisdictions. Through our national arbitration practice, Ogletree Deakins' substantial resources are available to employers of all sizes, from those with a single location to those with widespread, multistate operations. Our attorneys have significant experience addressing unique issues under state and local laws that can affect arbitration, including California's Private Attorneys General Act (PAGA).

Custom Arbitration Programs

Ogletree Deakins attorneys work with employers to develop arbitration/ADR programs best suited to their needs. Multijurisdictional employers, or those with varied workforces, may find that arbitration is more effective for some types of claims and portions of their employee populations than others. If your circumstances might benefit from a customized approach, our attorneys will work with you to tailor your current policy or develop a new one focused on your specific needs and goals. Our attorneys can also advise you knowledgeably regarding class action waivers, forum selection clauses, choice of law provisions, delegation clauses, and other key terms.

Experience

Ogletree Deakins attorneys have handled all aspects of ADR issues. In particular, Ogletree Deakins has taken a lead role in defending the enforceability of class action waivers in arbitration agreements in several widely influential decisions. Our attorneys also have experience working with the leading providers of ADR services, including JAMS, the American Arbitration Association, and others.

Alerts and Updates

We are committed to providing all of the resources and information that employers need to stay aware of developments that affect their workplaces and businesses. In addition to multiday national seminars and local programs, we alert employers to breaking news through our articles, webinars, and electronic and print newsletters. Employment laws, including those related to ADR, are constantly evolving, and we keep employers up-to-date on changes that can impact them.

BACKGROUND CHECKS

Background checks are a trending topic for employers because of the tidal wave of class action lawsuits alleging technical violations of the federal Fair Credit Reporting Act, as well as the proliferation of state and local background check laws (including those arising from the Ban the Box movement). Add to this the increasing number of Title VII discrimination claims being advanced by the EEOC, and employers have tough legal and compliance burdens—including keeping up with ever-changing, often inconsistent laws and requirements. Because one mistake can lead to significant penalties for every background check an employer conducts, the stakes are high.

Our Background Checks Practice Group is a team of skilled, experienced lawyers who regularly assist (many daily) on federal, state, and local background check issues. We provide practical, innovative, preventive advice and training on each aspect of the background check process and represent employers in single-plaintiff and class litigation. Our work frequently includes:

- Design and implementation of a lawful, best-practices background check process (including review and implementation of policies, forms, letters, and other documents);
- Assistance in understanding and applying federal, state, and local restrictions and requirements on employer consideration and use of background check information;
- Assistance reviewing and negotiating contracts with background check providers (also known as consumer reporting agencies or CRAs);
- Customized explanations of laws in employer-specific jurisdictions (including interactions and conflicts between the laws of different jurisdictions); and
- Defense of single-plaintiff and class action lawsuits (ranging in size from a few to a few hundred thousand class members).

CLASS ACTION DEFENSE

Our class action lawyers have decades of experience handling federal and state law class and collective actions, such as those arising under Title VII, the Age Discrimination in Employment Act, the Employee Retirement Income Security Act, and the Fair Labor Standards Act. Our experience includes a broad range of cases, from large, nationwide classes to smaller, more modest actions. In the past five years, we have handled approximately 1,750 class and collective actions in federal and state courts throughout the country.

Because our Class Action Practice Group is located in offices around the country, we can promptly marshal the resources needed to handle fact investigations, declarations, discovery, and court hearings in nationwide or company-wide actions, as well as in local cases. In short, our coverage is vast and we



have local experience with judges, juries, and plaintiffs' counsel in a multitude of jurisdictions. In addition, we have the experience and resources to manage e-discovery in an efficient and effective manner.

Often, class and collective actions are high-profile or sensitive matters that have significant financial consequences and bet-the-company implications. Many of our lawyers have served as in-house counsel and therefore understand the demands and pressures associated with these cases, as well as the focus that high-level leaders within the client organization will give to these matters.

We do not take a one-size-fits-all approach to class or collective actions. Complex litigation requires creativity and outside-the-box thinking on every front and no two cases can or should be litigated in the same way. We view each case as a business problem that our clients have and need to resolve and we tailor the approach to each engagement to fit our clients' business interests, the needs of the particular case, the forum and the judges, opposing counsel, and any other relevant factors.

We seek and value our clients' input at every step of the case. We understand that clients count on, and expect, timely and accurate communication throughout the course of a matter and we offer a number of innovative solutions to ensure that these expectations are met or exceeded.

DATA PRIVACY

As laws continually adapt to technical advancements and changes in the transmission and storage of data, Ogletree Deakins' Data Privacy Practice Group advises clients on compliance with new developments and establishing best practices for protecting the privacy of the data that their businesses collect and retain. We regularly counsel businesses around the world with respect to:

- Complying with U.S. and multinational privacy and data security requirements;
- Developing, implementing, maintaining, and staffing effective privacy and data security programs;
- Assessing risks and identifying gaps in clients' compliance, prevention, detection, and response programs in a privileged manner;
- Conducting data security and privacy investigations;
- Designing and providing privacy and data protection training programs;
- Developing and implementing effective strategic plans for minimizing the risks of collecting and transmitting protected personal information;
- Responding to claims of unauthorized access to protected information;
- Litigating claims involving alleged violations of data security and privacy laws;
- Representing clients facing data security breaches;
- Ensuring HIPAA compliance and managing electronic medical records;
- Contracting with third-party service providers and developing multi-jurisdictional privacy protections, as required in cross-border business dealings; and
- Addressing privacy concerns related to employee benefit plans.

United States

Multifaceted and rapidly evolving data privacy and data protection laws continually present challenges for employers in the U.S. In a wide range of industries including hospitality, healthcare, retail, technology, manufacturing, transportation, energy, media, and education, we are adept at helping clients navigate their obligations under this emerging area of state and federal law.

International

For clients with employees or operations outside the U.S., strict data privacy requirements can present a minefield of hidden dangers and potential liability. Our attorneys have considerable experience helping employers manage the intricacies and hazards of data privacy laws worldwide, including throughout the European Union and North America, and in numerous jurisdictions in Asia and South America. Representative projects include:

- Reviewing and revising human resources policies to comply with multi-jurisdictional privacy requirements;
- Advising clients on data privacy requirements during cross-border mergers, acquisitions, and divestitures;
- Working with third-party software and technology companies to ensure that technical solutions to client data privacy requirements comply with the laws of relevant jurisdictions;
- Serving as external Data Privacy Officers where required; and
- Advising on the balance between disclosure requirements and privacy obligations.

DISABILITY

Ogletree Deakins' Disability Access Practice Group has extensive experience with the multiple challenges presented by Title III of the Americans with Disabilities Act (ADA) and other disability access laws. From defending class actions, to ensuring compliance with federal and state building standards (thereby eliminating the conditions that lead to litigation) to navigating the complicated regulations covering service animals, hotel reservations, ticketing, and Segways, our work is comprehensive. Our clients include businesses and organizations in a wide range of industries – stadiums and arenas, hotels, sports franchises, amusement parks, healthcare providers, national retailers, and local governments. Our practice covers all facets of ADA work from typical compliance and routine ADA matters to litigation related to architectural barriers and complex ADA class actions. There has been a marked increase in new types of claims and areas of compliance, and our attorneys have substantial experience with more novel Title III issues involving website accessibility, pool lifts, point-of-sale devices, reasonable modification of policies, practices, and procedures, and the provision of auxiliary aids and services for blind and deaf customers and guests. Our attorneys also work closely with clients to keep them informed of new legal developments and trends, from rising numbers of Title III class action cases to new and proposed federal and state regulations.

Business-Oriented Compliance Solutions

The Disability Access Practice Group guides clients through compliance challenges. We focus on finding practical, business-oriented solutions for cost-effective compliance. Some of the most common access issues and questions facing clients include:

- How to avoid the most common triggers for architectural barrier litigation;
- Whether a website should be modified to allow access to the blind through screen-reading software, and to the deaf through captioning;
- How to establish a customer loyalty program that is accessible to disabled and non-disabled patrons;
- How to craft policies on issues ranging from Segway-usage and service animals to effective communication with deaf, blind, and mentally-disabled customers; and
- How to oversee national accessibility surveys and remediation plans.

Litigation and Advocacy

As with most litigation, claims of accessibility violation are often presented in ways that allow resolution and remedy prior to the filing of a lawsuit. Our litigation attorneys have a practical understanding of threats made by customers, patrons, guests, or patients, and know how to help clients respond in ways that can often avoid litigation, reduce legal costs, and accommodation retrofitting. However, when disputes turn into lawsuits or go to trial despite previous efforts to resolve them, our national network of attorneys, experienced in successfully litigating the full range of Title III and other disability access legal claims, is available. Often, experts must be obtained to show compliance with laws and regulations, or to dispute claims of violation. We have developed relationships with leading experts in various disciplines who we can call upon when needed. Our recent relevant litigation experience includes:

- Website accessibility litigation brought by blind, visually-impaired, and manually-impaired Internet users;
- Service animal litigation for national retailers and hoteliers;
- Charges of failure to provide "reasonable modifications" by an autistic patron of a national book chain; and
- Multiple class action litigation matters, including:
 - website accessibility litigation for members of the hospitality and amusement park industry;
 - pool lift litigation in the hotel industry;
 - claims of failure to provide "reasonable modifications" to autistic amusement park guests;
 - claims of failure to provide transfer lifts and to remove architectural barriers for health care industry clients;
 - claims of failure to provide "auxiliary aids and services" to blind and visually-impaired amusement park guests;
 - inaccessibility claims regarding point-of-sale and automated teller machines (ATMs);
 - national retailers' architectural barrier litigation;
 - the defense of large cities and other governments in challenges to the accessibility of sidewalks and curbs;
 - defending hotels, stadiums, arenas, retail malls, big retailers, and other large venues in conventional architectural barrier litigation;
 - defending major municipalities and other governmental units from sidewalk and curb litigation; and
 - defending hospitals accused of failing to provide effective communication with hearing-impaired patients during their hospital stays and treatment.

Training

Training is a critical component to ensure that the best policies and practices for disabled customers, patients, and guests are effectively implemented. We have extensive experience providing training for senior managers and the frontline employees who have direct customer and guest contact.

DIVERSITY AND INCLUSION

Diversity and Inclusion (D&I) is front and center in the minds of many employers today due to its impact on workplace cohesion, legal compliance, market brand, business opportunities, and the ability to hire talent.

Companies of all sizes, educational institutions, and public agencies alike are grappling with complex issues involving how to create and manage a successful D&I program, analyze important diversity metrics, and navigate the legal pitfalls surrounding employment law, public policy, and D&I programs.

Our attorneys are ready to assist with the full spectrum of workplace D&I-related issues. The members of **Ogletree Deakins' Diversity and Inclusion Practice Group** have extensive and unique experience assisting employers in the creation, implementation, and management of D&I programs, including

conducting thorough analyses of diversity data and identifying meaningful metrics and benchmarks. Our attorneys have also advised employers on legal and compliance issues regarding D&I as well as defended employers when diversity practices are challenged. We also specialize in advising clients facing crisis situations involving serious and reputation-harming allegations of discrimination and harassment.

The practice group assists employers with the following:

Assessment, Metric Analysis, and Strategy

- Diagnostic assessments of diversity performance, including climate surveys and organizational analyses
- Comprehensive data analysis of employment practices, including hiring, pay, promotions, and discharges
- Formulation of proactive strategies to enhance D&I programs, performance, profile, and employee, vendor, and business relationships

Program Development and Implementation

- Developing and implementing strategic plans with D&I integration
- Building D&I systems and programming, including employee resource groups and supplier-vendor programs
- Drafting related policies, communications, and materials
- Creating processes for gathering feedback and diversity data
- Guiding public relations, governmental, philanthropic, and community engagement

Legal Advice, Counseling, and Risk-Reduction Audits

- Counseling clients on legal issues under federal and state laws related to D&I programs, initiatives, and metrics, including best practices to prevent and defend claims
- Evaluating and assessing D&I programs for legal risks and providing advice on risk-reduction measures
- Assisting with compliance regarding Section 342 of the Dodd-Frank Act and analyzing its interplay with EEO laws, OFCCP regulations, and affirmative action obligations
- Conducting risk-reduction audits that analyze current disputes and controversies, internal complaint processes, and lessons learned from employment claims

Learning, Training, and Leadership Development

D&I cannot be effective without proper learning and training, including leadership training. We offer customized training for your board, managers, and employees regarding key D&I topics. This training can be provided by our experienced attorneys and trainers, or we can create training programs for your organization's internal use. We also offer one-on-one training.

Crisis Mitigation, Management, and Communications

D&I issues have become a matter of company reputation and brand. Our attorneys advise clients facing brand-altering allegations involving discrimination, harassment, and diversity-related issues, and assist companies with crisis prevention, management, and mitigation.

Resources

Ogletree Deakins' Diversity and Inclusion Practice Group draws upon the vast resources present within one of the nation's largest labor and employment-focused law firms. The group brings together experts in D&I program implementation, [affirmative action/OFCCP](#) compliance, and [pay equity](#) to ensure clients

are prepared to address the inherent challenges in building effective and legally compliant initiatives. The group also harnesses the expertise within Ogletree Deakins [Learning Solutions](#) to craft and deliver diversity-oriented training that meets clients' needs.

DRUG TESTING

Navigating the complex and nuanced issues that arise when implementing and enforcing drug and alcohol testing and substance abuse policies is a challenge for many employers. And with the increasing proliferation of prescription drug and medical/recreational marijuana litigation and legislation, workplaces are more affected by drug and alcohol concerns than ever before.

With decades of experience advising and defending public and private employers, as well as drug testing laboratories, the attorneys of Ogletree Deakins' Drug Testing Practice Group draft and revise drug and alcohol testing policies; analyze individual drug and alcohol testing situations; provide counsel on best courses of action; conduct investigations and employee trainings; and defend clients in class and collective actions and single-plaintiff cases.

The depth of our practice allows us to provide the following benefits:

- Access to counsel with on-point, in-state experience who can handle the most complex issues and provide day-to-day legal advice
- Exceptional knowledge of medical and recreational drug laws
- Guidance regarding an employer's ability to require random drug and alcohol tests
- Nationwide bench strength in drug and alcohol testing policy matters and litigation
- Know-how on what qualifies as "reasonable suspicion" sufficient to require a drug or alcohol test
- Experience working with general counsel, human resources representatives, safety/risk management agents, and members of senior leadership teams
- Counsel on post-accident drug and alcohol testing
- Precise evaluation of appropriate types of drug and alcohol testing modalities
- Mastery of pre-employment drug testing regulations
- Clear understanding of the admissibility of drug and alcohol test results, including admissibility in unemployment and workers' compensation matters
- Management of difficult situations involving drug and alcohol test tampering
- Attorneys who monitor pending legislation and legal trends in drug and alcohol testing
- Training and presentations for executive employees
- Preventive counseling about legal risks associated with drug and alcohol testing
- Drug testing legal alerts, newsletters, and webinars
- Attorneys with experience in U.S. Department of Transportation, U.S. Department of Energy, and U.S. Nuclear Regulatory Commission regulations
- In-depth analysis of the implications of the Americans with Disabilities Act on drug and alcohol testing

EDISCOVERY AND RECORDS RETENTION

Ogletree Deakins is dedicated to providing our clients with a full suite of ediscovery services. Many law firms are not able to fully support companies with the increasing demands and pressures they face because of constantly evolving technology and ever-expanding data volumes. This is evidenced by the poor scores clients have given many law firms regarding ediscovery and records retention. Ogletree Deakins recognizes the great importance of eDiscovery and has invested in the technology and the talent to be your full service ediscovery partner.

Our eDiscovery and Records Retention practice group is led by Tom Lidbury, a nationally recognized leader in the field, practitioner, author, professor, expert witness, and special master. The practice group includes eight core attorneys as well as a team of staff attorneys in our Document Review Center, supported by a team of technologists in our Litigation Support group. We provide full-service support across the full spectrum of the ediscovery process.

Our lawyers and technologists have the experience and the technology to support your organization with any and all of your records retention and ediscovery processes. Look to Ogletree Deakins whether you need help with a specific task or case, or you would like to consolidate all of your ediscovery to achieve consistent quality, standardization, and cost reduction across your entire litigation docket.

Data Processing and Review

Discovery is often the most expensive and complex aspect of litigation. Yet it tends to be outsourced ad hoc, often to several law firms with varying approaches, fee structures, and levels of expertise in ediscovery. Ogletree Deakins provides full service ediscovery support, including:

- A SaaS ediscovery platform that is secure, round-the-clock, scalable, and powered by industry-leading Relativity software with predictive coding for one simple and affordable price structure;
- Ability to handle more than 450 file types, including email, business application files, instant messages, chat, Microsoft Sharepoint, audio, video, and drawing/CAD;
- Dedicated review centers staffed with affordable document reviewers;
- A Data Analytics group equipped to handle structured data.

In addition to handling individual cases, Ogletree Deakins can bring centralization and consistency to ediscovery as your national discovery counsel managing all of your organization's ediscovery at a predictable and affordable cost in partnership with your various outside merits counsel.

Our ediscovery lawyers and technologists possess a wealth of experience planning and managing efficient reviews of small and large data, including leveraging:

- Boolean Search—to narrow the data to be reviewed by humans;
- Conceptual Search—to go beyond Boolean search and aid factual investigations;
- Predictive Coding or Technology Assisted Review—to prioritize documents as artificial intelligence learns from the human tagging process, and reduce the amount of data that must be reviewed by humans;
- Conceptual Clustering—to quickly hone in on relevant documents using artificial intelligence, lowering the cost of initial case assessment and document review;
- Email Threading—to group related email together for faster review and consistent tagging;
- Near-Duplicate Identification—to group similar documents together for faster review and consistent tagging .

Our technologists utilize standardized workflows to ensure efficiency and consistent quality, such as:

- Matter Intake and Assessment;
- Evidence Intake and Assessment ;
- Data Processing;
- Cost Estimates;
- Relativity Workspace Assessment;
- Data Quality Assurance;

- Structured Analytics Deployment;



- Search Development and Validation;
- Document Review Data Workflow;
- Native Conversion and Imaging;
- Document Production;
- Workspace Monitoring.
- Workspace Closure

We also customize protocols to address unique needs of specific clients.

Data Collection

Organizations need a defensible process for collecting data for discovery. Many organizations have limited software and personnel to handle data collections. Ogletree Deakins can handle data collection using a SaaS solution or boots on the ground to perform small and large data collections or to assist internal resources with challenging aspects of collections.

Legal Hold Management

Organizations do not need some mythically perfect form of legal hold *notice*; they need a well-managed legal hold *program* for preserving evidence that is implemented consistently, efficiently, and defensibly. Legal holds need to be scoped, issued, tracked, and released across the organization and across all matters. Also, enterprise databases need to be architected to enable granular legal holds that do not necessarily require holding all data in the database. Ogletree Deakins' ediscovery practice group can assist you with all aspects of managing your legal hold processes, including offering a SaaS solution for legal hold management.

Discovery Cooperation and Disputes

Often there is a need to meet and confer on ediscovery issues and disputes, i.e., to have an ediscovery liaison to respond to written discovery on discovery, to prepare and defend 30(b)(6) or personal deponents on ediscovery, to provide expert reports or testimony on ediscovery, and to brief and argue disputes. Tom Lidbury and his team bring a steady hand to meeting and conferring, cooperating and negotiating where feasible, litigating when necessary, and testifying as a fact or expert witness.

Whether you seek ediscovery support on an individual case, or national ediscovery counsel across your entire litigation docket, Ogletree Deakins is fully capable of providing both the technology and the talent that you need to effectively and efficiently manage your ediscovery needs.

EMPLOYEE BENEFITS AND EXECUTIVE COMPENSATION

The Employee Benefits and Executive Compensation Practice Group at Ogletree Deakins is one of the largest in the U.S., with more than 50 lawyers located in offices throughout our U.S. footprint. Our attorneys have a unique ability to relate technical experience to the client's "big picture" issues and provide practical advice that allows an employer's benefits strategy to work in harmony with the employer's overall personnel, financial, and business objectives.

Employee Benefits

We advise employers of all sizes on a full array of retirement plan and welfare plan matters, including:

- Design and implementation of retirement and welfare plans, including tax-qualified retirement plans (both defined benefit and defined contribution plans), welfare and fringe benefit programs, cafeteria plans, and early retirement and severance programs;

- Reporting and disclosure obligations of the IRS, DOL, and PBGC;

- Welfare plan compliance, specifically HIPAA, federal, and state healthcare continuation (COBRA), and the Patient Protection and Affordable Care Act;
- Fiduciary compliance matters relating to plan administration;
- Audits and civil investigations conducted by the IRS, DOL, PBGC, and DOJ;
- IRS submissions for tax-qualified plans and assisting with obtaining exemptions from various regulatory requirements and rulings on disputed issues; and
- Annual enrollment activities.

Executive Compensation

We advise public company clients on a wide range of executive compensation issues and related corporate disclosure and governance matters, including:

- Design and implementation of executive compensation arrangements, including short and long-term incentive arrangements (cash and equity based); deferred compensation arrangements; supplemental executive retirement plans (including related insurance arrangements); change of control protections; employment, consulting, and termination arrangements; and restrictive covenant agreements;
- Tax and regulatory compliance matters, including federal and state withholding taxes; IRC Section 409A; IRC Section 162(m); IRC Section 280G; Sarbanes-Oxley; and Dodd-Frank;
- Guidance on corporate governance and fiduciary matters, including developing governance policies and internal controls; preparing governing documents for Boards and committees; and advising on developing “best practices”;
- Advising on the design and implementation of non-employee director compensation arrangements;
- Development and preparation of executive compensation and benefits-related disclosures in public filings, including proxy statements; annual and quarterly reports; and other periodic filings;
- Advising on developing compensation governance standards and assisting with shareholder outreach initiatives and interactions with shareholder advisory groups; and
- Cross border compensation matters involving global incentive compensation arrangements, including compliance aspects under U.S. tax and employment laws; employment, consulting, and severance arrangements; and global mobility matters.

Investment Committee and Other Fiduciary Matters

We work very closely with clients in the critical area of ERISA fiduciary compliance. Our involvement ranges from strategic design and implementation of fiduciary structures and procedures (such as those pertaining to the governance and conduct of claims review and investment committees), to the day-to-day issues involving the review of benefit claims and appeals, updating of investment policies, monitoring of investments, as well as other fiduciary decision-making and decision implementation. We are particularly sensitive to fiduciary delegation techniques and issues with outside parties, and the ability and/or need to negotiate and document the delegation aspects with outside vendors. We also review service agreements with fiduciaries and participant-related disclosure items.

Corporate Transactions Advice

We regularly provide advice and assistance in connection with the compensation and benefits aspects of corporate transactions, including reorganizations; domestic and international mergers and acquisitions; new ventures; management participation in buy outs; and financings. We assist clients with many transaction-related compensation and benefits arrangements, such as the planning and implementation of early retirement and severance programs, and the negotiation and drafting of executive employment, consulting, and phased retirement arrangements. We also routinely deal with

compensation and benefit integration issues and the business challenges associated with business combinations and integrations.

EMPLOYMENT LAW

Ogletree Deakins regularly counsels clients on specific acute issues, as well as preventive workplace strategies and best practices. Our deep bench of employment lawyers includes former in-house counsel and enforcement agency lawyers who offer invaluable perspective and experience.

We advise clients on the day-to-day challenges of managing your workforce, including:

- Assessing whether an employee has a condition that constitutes a disability under state or federal law, and if so, counseling on the interactive process of assessing requests for accommodation;
- Designing policies and practices that permit clients to monitor and manage the workplace, identify and support the most able employees, and anticipate and mitigate problems;
- Identifying employee conduct that constitutes protected activity and managing that employee on a go-forward basis;
- Assisting in the performance management of historically poor performers to either make them successful or exit them from the company with minimal risk, including drafting separation agreements for those situations;
- Addressing employee complaints of harassment, discrimination, and retaliation, including conducting and documenting internal investigations;
- Manager and supervisor training; and
- Handbook and policy review.

EMPLOYMENT LITIGATION

Ogletree Deakins handles all aspects of workplace dispute litigation, including litigation arising under federal discrimination statutes, such as Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, the Age Discrimination in Employment Act, the Americans with Disabilities Act, the Family and Medical Leave Act, the Employee Retirement Income Security Act, the Fair Labor Standards Act, and others. Our employment litigation practice includes representation of employers in single-plaintiff litigation, and in complex and class litigation involving many plaintiffs or putative class members.

Our attorneys also have experience with a multitude of state law claims, including claims arising under state law anti-discrimination statutes, employment-related tort claims, and matters involving restrictive covenants and protection of trade secrets.

We encourage our attorneys to be resourceful advocates and to not take a “cookie cutter” approach to litigation. We evaluate every matter early and throughout the course of the litigation, keeping our in-house colleagues and appropriate managers involved and advised. Our approach to litigation is to leverage the local experience and resources of our offices. Not only does this maximize efficiencies, it allows us to easily staff matters and teams with attorneys who possess the right knowledge and experience. We believe, and our track record demonstrates, that, the client’s interests are well-served by staffing cases with attorneys embedded in the local jurisdiction with in-depth knowledge of and experience with local laws, court rules, judges, and opposing counsel.

ERISA LITIGATION

Ogletree Deakins’ ERISA Litigation Practice Group is composed of seasoned litigators who have extensive experience defending complicated employee benefits litigation, including class action and single-plaintiff lawsuits in courts throughout the U.S. These matters involve pension, retiree, life, health, disability, severance, and other employee benefits. Our litigators have vast experience in state and federal courts at the trial and appellate levels. We communicate directly and effectively with in-house

counsel, claims administrators, HR and employee benefits personnel, and other professionals to quickly recognize and marshal the law and essential facts to a benefits litigation defense. Our ERISA litigation attorneys have years of cumulative ERISA litigation experience in insured and non-insured matters in cases throughout the U.S. Given our nationwide experience in this area, we are very familiar with the key plaintiff's attorneys who represent claimants in litigation. We believe this experience increases our client's ability to meet their goals in a particular litigation. In the last five years, our litigators have handled more than 1,800 ERISA matters, including employee benefits claim litigation and class actions.

We regularly provide consultation to other law firms, including advice, litigation assistance, drafting briefs and legal memoranda, and other services. We emphasize efficiency, and always strive to manage costs while achieving the best results. Our practice is backed by over 30 ERISA compliance attorneys in offices throughout the U.S. Ogletree Deakins ERISA litigation attorneys have years of cumulative ERISA litigation experience in insured and non-insured matters in cases pending in courts throughout the U.S.

In addition, our attorneys have authored books and numerous articles and are frequent speakers at national seminars on employee benefits litigation topics. One of our ERISA Litigation Practice Group attorneys has been appointed by the U.S. Secretary of Labor to serve on the ERISA Advisory Council (a group of 15 benefits professionals representing various constituencies who advise the U.S. Department of Labor on matters related to the regulation of employee benefits programs). A member of our ERISA Litigation Practice Group has also been inducted as a fellow in the American College of Employee Benefits Counsel.

Our Services

Our attorneys bring their litigation experience and vast knowledge of employee benefits issues to the employers we represent. The following are just a few of the professional experiences and accomplishments upon which our ERISA Litigation Practice Group attorneys will draw to offer first-rate counsel to our clients:

- Served as lead or consulting counsel in dozens of cases that have forged ERISA law, including representation of amici before the Supreme Court of the United States in a number of high-profile cases.
- Advised insurers on matters related to plan and policy drafting, claim procedures, and other legal and regulatory issues.
- Provided advice regarding the drafting of policy and claim administration documents.
- Acted as consultants on behalf of insurance clients, working with other panel counsel on complicated ERISA issues.
- Provided claim procedure training services that are tailored to their clients' needs.
- Represented clients in appellate matters spanning a wide range of legal issues.

ETHICS COMPLIANCE, INVESTIGATIONS, AND WHISTLEBLOWER RESPONSE

The stakes have never been higher for employers to “get it right”—not only to comply with the law, but also to meet the demands of the court of public opinion. This latter high bar applies both to how employers respond to concerns once expressed and to how they anticipate or address concerns that may not have been raised. In each scenario, employers' ethics compliance, investigations, and whistleblower response assets make the difference in how key stakeholders—judges, juries, and a watchful public—judge them. Our experienced lawyers are prepared to help our clients meet these challenges.

The rapid expansion of legislation and regulation related to employee anti-retaliation protections, especially for whistleblowing activities across a number of issues and industries, requires that clients are current with best practices on their ethics compliance programs and that they are able to access immediately lawyers with specific and sophisticated knowledge and experience in counseling, investigating, and litigating under these laws.

Ogletree Deakins' Ethics Compliance, Investigations, and Whistleblower Response Practice Group delivers to our clients deep and broad experience designing and implementing robust, effective compliance and ethics programs, conducting sensitive and high-stakes investigations, and handling other matters arising under the full range of federal and state laws, including the following:

- False Claims Act
- Financial
 - Sarbanes–Oxley Act
 - Dodd–Frank Wall Street Reform and Consumer Protection Act
 - Consumer Financial Protection Safety and Soundness Improvement Act
- Transportation
 - Wendell H. Ford Aviation and Investment Reform Act
- Safety
 - Occupational Safety and Health Act
 - Mine Safety and Health Act
 - Energy Reorganization Act
 - Pipeline Safety Improvement Act
- Environmental
 - Clean Air Act
 - Federal Water Pollution Control Act
 - Toxic Substances Control Act
 - Solid Waste Disposal Act

We assist clients in every aspect of addressing these pressing and consequential priorities:

- Training
- Audits
- Procedure design and review
- Internal investigations
- Litigation and appeals
- Counseling
- Policy design and review
- Document retention design and review
- Agency representation

Of course, our lawyers are mindful that every whistleblower complaint carries the risk of a subsequent retaliation claim. Accordingly, we assist our clients in developing best practices for managing that risk successfully and assisting with the implementation of those practices in real time.

Effective Handling of Sensitive Matters

We work directly with clients, corporate compliance counsel, and appropriate subject matter experts to ensure compliance, thorough and responsible investigations, and vigorous and effective defense of whistleblower claims. We resolve highly sensitive situations involving key executives and assist clients in managing comprehensive workplace crises. These matters **are often critical to clients' business operations**. Our excellent working relationships and track record of credibility with investigative and **enforcement agencies often work to our clients' benefit in these sensitive and high-profile situations**.

GOVERNMENTAL AFFAIRS

Ogletree Governmental Affairs, Inc. (OGA), a subsidiary of Ogletree Deakins, is a legislative and regulatory affairs consulting firm, dedicated to helping clients solve their problems with the public sector. For nearly 30 years, OGA has combined the skills and experience of government relations professionals with the talent of the firm's lawyers to provide solutions to regulatory issues outside the courtroom.

OGA's professionals in Washington, D.C. offer knowledge, experience, and bipartisan access to key decision makers, which are the core components of a successful government relations practice. OGA's services are integrated throughout the firm. As part of an international, full-service labor and employment law firm, OGA professionals are able to draw upon the experience of members of other Ogletree Deakins' practice groups that may have substantive, day-to-day experience with the issues that are central to a client's problems. OGA has excellent, long-standing contacts and relationships with all of the federal labor and employment agencies in Washington, D.C.

OGA's team-based approach also incorporates access to an entire range of related service providers, where necessary to address a client's problems. These include public relations and media specialists, grassroots consultants, think tank and academic support groups, collaboration with trade and professional associations, and legal assistance in court and administrative tribunals from trade association brief-writing centers who file *amicus curiae* ("Friend of the Court") briefs in support of the client's legal positions.

OGA's services include:

- Monitoring, analyzing, and reporting on evolving federal and state legislation, regulations, and enforcement policies;
- Producing timely electronic alerts, webinars, conference calls, and newsletters on fast-breaking legislative, regulatory, and political developments;
- Representing clients through direct advocacy of client interests before Congress and federal agencies;
- Preparing and filing written comments for clients in rulemaking before federal agencies and written communications with Congress;
- Arranging client meetings with key decision makers in Congress and federal agencies;
- Representing clients in legislative and regulatory coalitions of business interests; and
- Advancing client litigation interests through business brief-writing organizations.

Why OGA?

Pending legislative and regulatory policies can threaten a client's individual business success and broader industry interests. Legal actions and government regulatory enforcement can pose a serious and costly risk to clients' business operations. At the same time, public policies and regulatory issues can pose opportunities for clients. Through a strong Washington, D.C. presence and a strategic, team-based approach, OGA helps to protect our clients' interests and serve their needs in the area of workplace law.

OGA's clients include large and small businesses, trade and professional associations, state and local government organizations, and coalitions of private as well as public sector interests. OGA has particular experience in representing business interests in the areas of labor and employment, occupational, environmental and product safety laws and regulations, and small business issues.

IMMIGRATION

With more than 250 team members, Ogletree Deakins has one of the largest business immigration practices in the U.S. We provide a wide range of legal services for employers seeking temporary business visas and permanent residence on behalf of foreign national employees. Our immigration practice group consists of experienced and dedicated immigration lawyers who identify and manage both routine and complex immigration matters with reliability and efficiency. We work with domestic and international corporations and large and small businesses to develop targeted strategies that facilitate the international transfer of skilled employees. We assist clients in securing temporary business visas as well as permanent residence status for foreign national executives and managers, researchers, and other specialized technical employees. Our lawyers also proactively assist clients in planning for the immigration impact of mergers and acquisitions and provide expert guidance regarding I-9 compliance and anti-discrimination provisions.

Ogletree Deakins also offers multi-national businesses a global framework for professional service delivery through our Emigra Ogletree Worldwide (EOW) group, including worldwide immigration strategy, visa preparation, and case communication. Through EOW, we provide clients with a single-source for all their worldwide immigration needs. Designed to meet the increasingly global demands of businesses, EOW provides client-focused service to companies in more than 100 countries.

VisaTrax®

A popular benefit we offer clients is our proprietary internet application, *VisaTrax* (www.visatrax.com) – a simple, comprehensive, and collaborative internet-based immigration management tool that reduces the current immigration process to a single point of data entry. *VisaTrax* provides clients with 24/7 access to case information in a real-time environment with multi-tiered security controls that allow our clients to grant global, group-level, or individual access to employee data. Clients may initiate new cases, check on the status of current cases, and allow their individual employees to monitor progress throughout the life cycle of the case.

INTERNATIONAL

Often, a company's employment issues are not isolated to one state, country, or region of the world. Our international practice group helps clients with matters worldwide—whether involving a single non-U.S. jurisdiction or dozens. Our experienced employment attorneys based in the U.S., Canada, Mexico, and Europe, facilitate our clients' business growth by helping to harmonize global employment, HR, compensation, and data-protection needs in a cost-effective, solution-focused manner, and implementing strategic changes affecting the international workforce within and across borders.

We understand the challenges clients face managing competing business priorities, cultural issues, corporate initiatives, and risk in a global economy. Our services are structured to promote clients' business models, helping them navigate the various, often-conflicting considerations that impact international staffing such as tax, immigration, and corporate regulation. We will never overstaff a discussion or make clients do the legwork to conduct (or make sense of) multijurisdictional research. We are available in our clients' time zones and on their terms—regardless of where they are in the world.

Global Employment Solutions

We offer strategic solutions to key challenges arising out of managing a global workforce, and we assist growing businesses involved in international expansions and transactions for the first time. We assist our multinational clients with the full range of employment services designed to help drive consistent management practices worldwide. These include global codes of business ethics, employment handbooks, and their components, including:

- Codes of conduct;
- Anti-harassment, anti-bullying, and anti-discrimination policies;
- Finance and sales policies;
- Complaint reporting and investigation procedures compliant with the Sarbanes–Oxley Act, data privacy requirements throughout the world, international labor directives and conventions, and local laws worldwide;
- Worldwide reductions-in-force and restructurings;
- Global compensation plans, including sales incentives, commissions, and bonus plans;
- Benefits plans, such as severance policies;
- Worldwide management training in ethics policy compliance, Foreign Corrupt Practices Act compliance, bullying, “moral harassment,” discrimination or sexual harassment, and investigation requirements; and
- Contingent workforce management and staffing options during market exploration.

Mergers and Acquisitions

We understand the interplay between global corporate transactions and domestic labor and employment protections imposed by statute, case law, and contract. We facilitate cross-border transactions by:

- Analyzing Transfers of Undertakings principles and quantifying the resulting transaction costs;
- Advising on effective approaches to managing contractual rights and benefits in foreign employment agreements; and
- Assisting with benefits and compensation migration, training, and integration.

Managing International Employment Issues and Disputes

Our multinational clients face a number of challenges managing employees. We help clients establish initial employment relations overseas with appropriate worker classifications and strategic risk-management advice. We assist in integrating local requirements and market practices related to employment contracts with our clients’ workforce practices and company culture, and we enable clients to achieve business objectives when experiencing diverging viewpoints within the business. We also conduct works council and trade union negotiations and manage local litigation to ensure clients receive top-quality representation and passionate advocacy no matter where the proceeding is initiated.

Harmonizing Operations

Both parent company headquarters and subsidiaries in other countries face challenges in administering global and local workforce. Different markets may involve specific initiatives, conventions, labor entitlements, and benefits programs unfamiliar to the others. We help employers bridge these gaps, quantify the impact of various initiatives on local risk and cost models, and avoid unintended liability. In addition, our diverse, multilingual team is expert in the nuances of local and regional laws and cultures worldwide, uniquely positioning us to advise a parent or subsidiary about employment law compliance in their affiliate’s location.

Facilitating a Mobile Workforce

As a cross-functional team of attorneys with experience in tax, immigration, benefits, and employment laws, we assist clients with all aspects of moving employees among operations. From expat packages to short-term relocations, from contingent worker service agreements to establishing foreign subsidiaries, we manage these arrangements with employees in a manner that protects clients’ interests and achieves their business objectives.

LEAVES OF ABSENCE/REASONABLE ACCOMMODATION

Managing leaves and reasonably accommodating employees can be complex, frustrating, and expose employers to legal peril. Employers must navigate a complex array of state and federal statutes, with seemingly contradictory mandates. Supervisors complain that leaves and reasonable accommodation negatively affect operations. Courts and juries constantly second-guess if employers could have done just a little more. The threat of retaliation claims constantly looms.

Attorneys in our Leaves of Absence Practice Group have extensive experience in all of these areas. We focus on finding practical solutions that minimize both legal risks and impact on operations. We provide compliance solutions, offer supervisor training, and litigate these issues in state and federal court. We also keep clients constantly informed of the latest legal developments on leaves of absence and reasonable accommodations.

Counseling and Compliance

We regularly provide the following counseling and compliance services to our clients:

- Draft and review comprehensive leaves of absence, interactive process, and disability accommodation policies and best practices checklists;
- Draft and review family medical leave, interactive process, and reasonable accommodation template forms and letters;
- Advise on individual employee leaves of absence and reasonable accommodation issues, including when a reasonable accommodation becomes an undue hardship;
- Assist employers with return to work issues; and
- Help employers navigate through their state workers' compensation systems, the Americans with Disabilities Act (ADA), and various local, state, and federal family medical leave laws.

State-Specific Services

We offer state-specific services for those employers that operate in states with their own leave and disability accommodation laws. For example, we advise on California's unique set of leave laws, including the California Family Rights Act, Pregnancy Disability Leave, Fair Employment and Housing Act, Healthy Workplaces, Healthy Families Act of 2014, and other leave laws. We also do the same in other states with distinct leave laws, such as the District of Columbia, Massachusetts, and New Jersey.

Litigation

Leaves of absence, reasonable accommodations, the interactive process, disability discrimination, and related retaliation are a fast-growing area of litigation. We represent employers before local, state, and federal agencies and courts in these claims. As part of our case assessment and strategy, we provide early exposure analysis so that employers know the risks they face.

Training

Our training and education programs are fast-paced, interactive, and substantive. We will work with you to present leaves of absence and disability accommodation training to your managers and HR personnel, highlighting issues in which you want to focus. Our programs include state and federal "Leaves of Absence Basics and Advanced," "The Dizzying Array of Paid Sick Leave Laws: How to Draft Compliant Policies," "The Interactive Process," "Workplace Reasonable Accommodation," and "FMLA, ADA, and Workers' Compensation."

Up-to-Date Notice of New Developments

Federal, state, and local jurisdictions are continuing to pass new leaves of absence and accommodation laws and implement new regulations expanding employee rights, such as recent paid sick leave initiatives. Judges also interpret family medical leave and disability accommodation laws in novel ways in their opinions. As changes occur, we keep clients informed of these new laws, regulations, and court decisions through our local, state and federal articles, blogs, webinars, and other programs.

MERGERS AND ACQUISITIONS

Ogletree Deakins understands that corporate acquisitions and restructurings can be complex and challenging. Clients need a business partner that can help them structure the labor and employment aspects of a transaction in a way that will provide transparent information on the costs of compliance with applicable laws and regulations at every stage of the deal. Our attorneys have assisted clients of all sizes across a wide range of industries, including private equity, technology, manufacturing, retail, hospitality, financial services, and more.

Our capabilities extend far beyond U.S. borders. In today's global economy, many corporate transactions involve employees in more than one jurisdiction. Members of our International Practice Group have years of experience helping companies in all aspects of their global transactions. Our attorneys provide a unique integrated service that recognizes the material issues and business drivers of a transaction, as well as the practical considerations in getting a deal done while complying with the nuances of local laws. Our team is led by former in-house lawyers with extensive experience in corporate development who not only understand the employment law issues in divestitures, asset purchases, stock transactions, and mergers but who also have multidisciplinary experience that adds strategic value to the entire transaction.

Because our approach is different, we often handle the employment law aspects of transactions in partnership with general practice firms. As employment law practitioners, we understand the sensitive issues that arise during a transaction, and we advise our clients in a manner conducive to building rapport between the parties to a transaction. When the deal is over, the buyer and its new employees must begin a productive relationship, and we understand that the way a transaction is negotiated by outside counsel must not undermine our clients' ability to move forward. Our advice is tailored to each client's situation, providing a strategic approach to accomplishing the client's business objectives while also aiming to avoid potential business disruptions and promote a smooth transition.

Our Services

Our multidisciplinary teams and U.S. and international offices regularly counsel businesses around the world with respect to:

Typical labor and employment issues arising during mergers and acquisitions, including:

- Identifying the actual costs of successor employment relationships arising from contracts, collective bargaining agreements, and local laws, as well as advising on a strategic approach to new employment terms for onboarding employees
- Integrating existing employee benefits plans, analyzing the impact of benefits continuation issues if plans are extinguished, and advising on how to avoid triggering unplanned obligations
- Reviewing a target company's existing employment agreements, change of control provisions, and acceleration of vesting of equity or profit interests, as well as advising on how to structure the transaction or negotiate deal terms in a manner that minimizes impact
- Evaluating bankruptcy issues and their impact on the rights and liabilities of employees, the target company, and the purchaser

- Assessing the possibility of upstream liability under the Worker Adjustment and Retraining Notification (WARN) Act
- Considering reduction-in-force, disparate impact, and disparate treatment/discrimination issues
- **Analyzing the purchaser's ability to enforce existing non-compete and intellectual property agreements signed by the target company's employees**
- Gauging successor issues based on potential employment law claims or violations (e.g., harassment claims and wage and hour issues) about which the purchaser is aware or which were discovered during due diligence.
- Reviewing the **target company's existing employment policies, practices, compensation systems**, compliance with health and safety standards, and employee benefits plans to assess whether they create actual or potential liability
- Assessing immigration issues, including work authorization and status of employees that are subject to an acquisition or merger
- Determining employee rights under laws relating to the transfers of businesses and practical solutions to addressing conflicting business interests, including analyzing Transfer of Undertakings (Protection of Employment) Regulations (TUPE) obligations and other aspects of employment rights under local country laws
- **Reviewing the seller entity's compliance with global labor and employment laws applicable to the purchaser**, including Foreign Corrupt Practices Act diligence, global wage and hour and workplace safety laws, privacy obligations, and discrimination and harassment laws
- Analyzing employee rights under existing global employment contracts and policies to determine whether, and to what degree, a transaction will trigger potential undisclosed costs
- Correcting global misclassified agency and contingent worker relationships for workers affected by the transaction
- Addressing the impact of a transaction on corporate officers and similar positions at a parent and any subsidiary companies throughout the group organization
- **Assessing the impact of the parties' failure to comply with global labor and employment obligations** on the overall transaction price, as well as providing strategic solutions to resolve these issues

The terms of the deal, including:

- **Representations and warranties specifically related to the purchaser's obligations regarding onboarding employees, key employees, and allocating employment-related liabilities**
- Indemnity provisions
- Escrow considerations
- Representation and warranty insurance protection

Post-close considerations, including:

- Assisting with the post-close integration process, including ameliorating potentially problematic areas and building positive relationships with new employees to promote transparency, build trust, and enhance productivity
- Creating new employment agreements (including non-compete provisions) and equity incentive or profit sharing plans
- Analyzing the newly-acquired company's **termination** practices and determining actual severance liabilities in an efficient and manageable way
- Adopting, modifying, or creating new benefit plans, including assessing whether the newly-acquired **company's compensation and benefits practices are in line with market practice**
- Implementing new policies and procedures

- Assimilating and integrating the newly acquired business to promote a smooth transition



PAY EQUITY

As the momentum of legislation, regulation, and corporate initiatives focused on identifying and correcting pay disparities continues to grow, our attorneys are ready to assist with the full spectrum of pay equity-related issues. The members of Ogletree Deakins' Pay Equity Practice Group have extensive experience navigating the pay equity arena, from advising clients on compensation policies and procedures to conducting pay audits. Our attorneys are also experienced in defending employers in various state and federal forums, including class action litigation. The practice group keeps clients in the know and up to date on the latest developments in this quickly evolving area through timely webinars, publications, and other programs.

Advice, Counseling, and Audits

Pay Equity Practice Group members regularly provide the following counseling and compliance services to our clients:

- Counseling clients on proactive measures and best practices to prevent and defend pay discrimination claims;
- Conducting privileged pay equity audits;
- Evaluating and drafting defensible compensation policies and procedures;
- Performing statistical analyses by partnering with experienced labor economists and statisticians;
- Advising on employment policies and practices that may impact pay, including hiring practices, job descriptions and structure, and performance reviews; and
- Advising on the ever-increasing number of state-specific laws related to pay equity.

State-Specific Services

As the proliferation of state legislation on pay equity continues, our practice group attorneys across the country are poised to offer state-specific services for employers that operate in states with their own pay equity laws. For example, we help employers navigate and comply with California's expansive Fair Pay Act, and we do the same in the increasing number of states with pay equity laws.

Litigation Defense

Pay equity litigation is a fast-growing area due to the numerous regulatory and legislative initiatives popping up across the country making it easier for employees and government agencies to bring pay discrimination claims. Should an employer find itself faced with litigation, our attorneys have extensive experience representing employers before local, state, and federal agencies and courts.

Our attorneys frequently defend clients in connection with EEOC and state agency charges alleging pay discrimination, defend clients in individual and class/collective actions alleging pay discrimination, and assist federal contractors and subcontractors in connection with audits conducted by the Office of Federal Contract Compliance Programs.

Up-to-date Notice of New Developments

The pay equity landscape is constantly changing as federal and state jurisdictions pass new laws and implement new regulations related to pay discrimination. We will keep you informed of new laws, regulations, and court decisions through our timely publications, webinars, and other programs.

RIF / WARN

Ogletree Deakins' RIF/WARN Practice Group has extensive experience working with businesses in almost every industry facing RIF, mass layoffs, or plant closings. Our attorneys design RIF policies and RIF selection documents to help employers of all sizes defend against discrimination claims and train decision-makers on the right way to choose employees for the RIF. We have advised numerous clients on the complex and sometimes ambiguous requirements of the WARN Act and the Older Workers Benefit Protection Act (OWBPA). In addition, our attorneys are well-versed in the intricacies of ERISA and the federal tax code and how they affect RIFs, mass layoffs, or plant closings, and how employers can design voluntary and involuntary severance plans to meet these requirements.

In particular, our services include:

- Development of strategies for initial planning of RIFs and implementation of RIF materials, including development and application of appropriate eligibility and selection criteria for RIF decision-making and OWBPA compliance, and designing training materials for decision-makers;
- Assessment of WARN Act triggering and coverage events (for both federal WARN and state "mini-WARN" Acts), including employer coverage, number of employees affected, identifying part-time employees for purposes of making coverage decisions, understanding the legal requirements covering temporary employees who may be working at impacted sites, and defining the single "site of employment" that serves as the basis for analyzing whether the WARN Act is triggered;
- Determination and assessment of WARN "look-back" and "look-forward" periods and events;
- Preparation of WARN-compliant notices to affected employees and to government officials;
- Design, preparation, and evaluation of statistical adverse impact analyses and recommendations for addressing potential disparate impact situations. This is done within the attorney-client privilege, which allows for a full and frank discussion of the legal risks associated with a RIF;
- Preparation of OWBPA-compliant disclosure materials, including addressing changes in employee status before and after RIF decisions are made, and addressing inclusion of foreign workers (and related immigration issues) in RIFs;
- Preparation of multiple-termination severance and separation agreements that meet federal and state standards for obtaining valid releases; and
- Preparation of ERISA-compliant voluntary and involuntary severance plans.

TRADITIONAL LABOR RELATIONS

With nearly 200 lawyers, our Traditional Labor Law Practice Group represents employers of all sizes across many industries in labor matters such as collective bargaining, union campaigns, and unfair labor practice (ULP) proceedings before the National Labor Relations Board (NLRB).

We routinely provide labor counsel related to:

- Emerging joint employer issues;
- Labor contract negotiations;
- Manager and supervisor training;
- Union grievances and disputes with unions and their members;
- General National Labor Relations Act (NLRA) compliance advice and guidance;
- Handbook and policy review;
- Protected concerted activity guidance;
- Strategic advice on bargaining units, subcontracting, subrogation, and other labor issues; and
- Due diligence, acquisition strategy, and successor obligations.

Ogletree Deakins will assist the District in developing a strategy to prepare for anticipated labor changes and in handling the day-to-day legal challenges of managing its workforce.

Positive Employee Relations Strategies

Ogletree Deakins is a pioneer in developing strategies and practices that create positive employee relations. Through these legal, thoughtful approaches, enlightened employers work to develop a trust relationship with employees that minimizes the risk of unionization. From vulnerability assessments, to issue identification and resolution systems, to program development and related management training, we work closely with clients to achieve positive employee relations.

Union Campaigns

When it comes to union organizing, we believe our success rate is unmatched by any law firm or consulting competitor. Since its inception in 1977, Ogletree Deakins has represented clients confronted with every form of union organizing activity, including union card signing activity, traditional union campaigns involving NLRB elections, campaigns involving various levels of neutrality, multi-site and global attacks, and corporate campaigns. The diversity of clients and unions trying to organize their employees has familiarized us with the broad spectrum of union organizing tactics. Our cumulative experiences enable us to provide effective legal counseling and position our clients to achieve successful outcomes.

Organizing Support

When organizing occurs, Ogletree Deakins has a deep bench of traditional labor lawyers who can be on-site within hours to assist on multiple levels. We help employers before and, where possible, during campaigns with the following:

- Conducting industry/geographic assessment of union activity;
- Engaging in headcount analysis;
- Assisting in drafting of literature for distribution to employees by reviewing its legal sufficiency;
- Evaluating and coordinating the legal issues affecting the vote;
- Engaging in bargaining unit analysis to determine potential and most advantageous bargaining units;
- Identifying potential 2(11) supervisors and other bargaining unit issues (e.g., full time/part time; temporary employees; agency employees; professional and confidential employees; office clerical/plant clerical, seasonal, etc.);
- Reviewing policies, procedures, guidelines, etc. for NLRA and other statutory compliance;
- Identifying and training a campaign leadership team;
- Complying with technical legal and time requirements of the NLRB's new election rules;
- Conducting compliance training for executives, members of management and front line supervisors (TIPS/FOE, Solicitation/Distribution, "Union Talk," Access Issues, Warning Signs, Issue Spotting, Persuasive Communication, etc.);
- Identifying and training a rapid response team;
- Training key campaign communicators;
- Developing resource guides for supervisors;
- Providing national union profiles developed and maintained by our firm as well as local-specific information (e.g., bylaws, financial reports, ULPs filed by members, job losses, etc.);
- Managing legal and procedural issues with the local NLRB; and
- Negotiating favorable stipulated election agreements.

NLRB Proceedings and Unfair Labor Practice Charges

The NLRB has become increasingly aggressive in prosecuting employers for alleged unfair labor practices, even in situations where the charge is filed by individual employees who work in a non-unionized workforce. Ogletree Deakins' labor lawyers have extensive experience and personal knowledge of the individuals who generally decide whether the ULP charges have merit, from field investigators to the NLRB's regional attorneys and regional directors. Our attorneys have successfully represented clients in every NLRB Region and leverage this experience to achieve the best possible result that we can. Despite the NLRB's recent emphasis on non-unionized workforces, many ULP charges continue to arise in the more traditional scenarios, such as during organizing campaigns, when they are used as leverage by unions for organizational purposes. Our attorneys also routinely handle ULP charges arising out of claims of unlawful or discriminatory discipline, allegedly unlawful policies, unilateral changes, exercise of management prerogatives, successorship, and union information requests.

Since 2013, our labor attorneys have handled nearly 2,500 ULP matters, many of them involving multiple charges, for more than 775 employers. Those charges arose in both represented and non-represented environments. We have considerable experience in niche areas such as opposing NLRB attempts to obtain 10(j) injunctive relief in federal courts, union salting attempts, and defending against NLRB efforts to obtain *Gissel* bargaining orders. We are not afraid of taking cases to hearings before the NLRB and litigating them through the federal appellate court process, when necessary.

Grievance and Labor Arbitrations

Ogletree Deakins routinely handles labor arbitrations for clients with unionized workforces. Since January 2013, our attorneys have handled more than 2,650 labor arbitration matters for nearly 500 different clients.

Because arbitrator selection is often critical to a successful outcome, we emphasize knowledge management and maintain a detailed database of hundreds of labor arbitrators across the U.S. accessible to all of our labor attorneys, as well as arbitrators who handle other employment matters. Our arbitrator database now contains almost 4,500 Ogletree Deakins reviews of more than 1,600 different arbitrators—information that proves extremely valuable for our clients.

Although many grievances can be resolved internally, involving our experienced attorneys early in the process can help promote resolution where appropriate and can better position the matter should arbitration become necessary. If arbitration is demanded, an initial call with key players allows us to identify the scope of documentation needed and witnesses to interview. Depending on location, preliminary witness interviews can be conducted by phone well in advance of the hearing to determine strengths and weaknesses of the case and recommended strategy. Final preparation is usually conducted on-site the day before the hearing so individuals are freshly prepared for the hearing.

Collective Bargaining

We regularly advise clients at the table and behind the scenes on collective bargaining and strike preparation issues. Ogletree Deakins' attorneys have also represented clients with bargaining units of all sizes, and with all major unions, in countless collective bargaining negotiations. Specifically, since January 2013, the firm has handled nearly 1,000 collective bargaining matters throughout the U.S. In addition, our attorneys have handled collective bargaining in the Caribbean, Latin America, Germany, and the United Kingdom, and have managed labor matters in Europe and Canada. Our attorneys are experienced counselors on all matters that relate to collective bargaining, including wage rates and structures; health insurance, retirement plans and other benefits issues; productivity, performance, attendance, discipline, and other accountability measures; transfer of work, facility closure, subcontracting, and other management rights; and promotion, transfer, and layoff and recall rights, including ensuring management authority to fill positions based on skills and qualifications.

TRAINING

Ogletree Deakins offers many types of training for employers. Our attorneys often provide customized training for HR officials, managers, and business executives, on many topics. In addition, we offer clients with tailored training conducted by entertaining, seasoned trainers from our training group, Ogletree Deakins Learning Solutions. Topics include:

- Employment Law 101
- Cultural Diversity
- Managing Leaves of Absence
- Avoiding Wage and Hour Mistakes
- Harassment Prevention
- Workplace Violence
- Union Avoidance

We offer our training sessions live, via webinar, or via webcast (a webinar format in which the trainer is seen on video live). We are able to customize this training for individual client's workforces and needs, incorporating organizational philosophy and culture into training programs. We work with clients on the level of customization that works best for the organization. Whatever the training needs—we can provide a solution.

UNFAIR COMPETITION AND TRADE SECRETS

Long gone are the days when a loyal employee works his or her whole life for the same employer. Today, the typical employee spends approximately four years at a company before moving on to the next job. At the same time, technology has made it simpler for employees to appropriate confidential, trade secret information. Now, companies must be vigilant in protecting their proprietary information and preserving relationships and goodwill with customers, suppliers, and employees.

Our group's nationwide roster of more than 100 experienced lawyers and litigators will help you protect your assets by:

- Identifying and capturing your trade secrets and confidential information;
- Creating and implementing policies and practical steps to protect trade secrets and confidential information, both physically and electronically;
- Modifying, designing, and implementing effective policies and agreements regarding non-competition, invention assignment, non-solicitation of customers, vendors and employees, and trade secrets and confidentiality;
- Identifying and investigating breaches or violations by current or separated employees, including working with our firm's e-discovery group to investigate suspected computer fraud; and
- Addressing concerns surrounding the hiring of employees subject to restrictive covenants or who may possess trade secrets.

Protecting

When litigation is necessary, the battle-hardened litigators on our team are ready to defend your interests. Whether it is on a moment's notice for an injunction proceeding or for protracted litigation, we are committed to providing thoughtful, focused, effective representation. Combined with our nationally recognized project management resources, including IT support, e-discovery, and forensics teams, we bring more than enough muscle to any dispute.

WAGE AND HOUR LAW

With more than 175 attorneys, Ogletree Deakins' Wage and Hour Practice Group is one of the largest in the firm. The group's lawyers are located in nearly all of the firm's 48 U.S. offices and have in-depth knowledge of federal laws, including the Fair Labor Standards Act (FLSA), the Family and Medical Leave Act (FMLA), and prevailing wage laws (such as the Davis-Bacon Act), as well as comparable state laws. Our attorneys include former officials of federal and state labor agencies, including the Wage and Hour Division (WHD) of the U.S. Department of Labor.

Details Matter

Minor decisions or practices can make the difference between compliance and non-compliance with wage and hour laws. Non-compliance can have significant financial consequences, including back pay, fines, and penalties. If uncorrected, non-compliance may result in unwanted, avoidable, and costly lawsuits, especially class and collective action litigation.

Proactive Compliance

Minimum wage, overtime, and other wage payment requirements present a multitude of compliance challenges for employers. Our Wage and Hour attorneys assist employers with many proactive initiatives to ensure compliance with the FLSA, FMLA, and their state law counterparts. For example, one valuable tool for employers is to conduct payroll, timekeeping, compensation, and other related wage and hour practice audits. Ogletree Deakins' attorneys conduct large-scale, multi-phase audits for clients with operations located across the country for the purposes of analyzing hundreds of job positions held by thousands of employees. Common audits we conduct include:

- Reviewing exempt and non-exempt employee classifications;
- Determining if an employer is compensating employees correctly;
- Assessing the compensability of employee time for various preliminary and postliminary activities such as donning or doffing; and
- Designing practices to prevent off-the-clock work.

Other proactive, preventive measures include counseling companies about wage and hour laws and working with employers to devise practical solutions that comply with the law and maximize their operations before enforcement agencies conduct investigations.

Wage and Hour Audits by Agencies

Our lawyers frequently assist clients through audits by DOL or state wage and hour agencies. We understand where a company may be vulnerable in an agency audit and how to best communicate the employer's practices to authorities during any inquiry. Our robust Wage and Hour Practice Group includes Alfred B. Robinson, former Acting Administrator of the DOL's Wage and Hour Division.

State Law Experience

Several states have their own wage and hour laws that augment the FLSA, FMLA, and prevailing wage laws. For example, our California Wage and Hour Practice Group has substantial knowledge and experience with all aspects of California's wage and hour laws as enforced by the California Labor & Workforce Development Agency and as interpreted by various California courts and state enforcement boards and agencies.

WORKPLACE SAFETY AND HEALTH

Ogletree Deakins' Occupational Safety and Health (OSH) attorneys engage in a nationwide practice that includes the representation of employers in "egregious" and other significant litigation of contested OSHA cases before the U.S. Occupational Safety and Health Review Commission, corresponding Occupational Safety and Health Administration (OSHA) state-plan adjudicatory agencies, and appellate courts. The OSH-related services that we provide include:

- Investigation of workplace accidents;
- Effective handling of OSHA inspections and safety whistleblower complaints;
- Negotiation and resolution of OSHA citations;
- Litigation and trial of OSHA citations;
- Advising and counseling to help ensure compliance;
- Utilization of best practices to improve safety and health performance; and
- Conducting safety and health audits.

To help our clients avoid costly OSHA litigation, our OSH attorneys are highly experienced at effectively handling OSHA inspections and in negotiating favorable informal settlements of OSHA citations. We also counsel clients on compliance with OSHA standards, provide advice and best practices to develop or enhance safety and health programs, and conduct safety and health audits.

When a serious workplace accident occurs, Ogletree Deakins can quickly deploy one or more experienced OSH attorneys to conduct an investigation, formulate immediate, contributory, and root causes of the accident, and provide recommendations to help prevent a recurrence. In doing so, we take steps to ensure the availability of legal privileges that can be interposed to protect against undesired or forced disclosure of investigative results, and we work to help limit the potential for related criminal and civil liability.

When a client wants to have their voice heard on OSH law matters in Washington, D.C., our OSH attorneys have the government advocacy experience that can make a difference. We have relationships with high-ranking government agency officials and frequently work closely with numerous national employer associations. Often, we respond to agency rulemaking initiatives on behalf of our clients. For instance, our OSH attorneys authored the rulemaking comments of the Society for Human Resource Management on the OSHA ergonomics program standard in addition to comments on the OSHA hexavalent chromium and construction cranes and derricks standards. Also, we are experienced in interfacing with ancillary federal agencies on OSH law matters, including the National Institute for Occupational Safety and Health on health hazard evaluations.

Attachment D

Attorney Biographies

**Karen F. Tynan**

Of Counsel

karen.tynan@ogletree.com**Location:**Sacramento (Office: 916-840-3150, Fax: 916-840-3159)**Education:**J.D., *cum laude*, Empire College School of Law, 2001

B.S., United States Merchant Marine Academy, 1987

Practice Areas:Employment Law, Workplace Safety and Health

Karen Tynan is an of counsel attorney in the Sacramento office of Ogletree Deakins. Karen is originally from the state of Georgia, and after graduating with honors from the United States Merchant Marine Academy, she worked for Chevron Shipping Company for ten years – sailing as a ship's officer on oil tankers rising to the rank of Chief Officer with her Unlimited Master's License as well as San Francisco Bay pilotage endorsement. Karen was the highest ranking woman in the Chevron fleet when she left her seafaring life. This maritime and petroleum experience is unique among employment lawyers and brings a “real world” approach to working with management and achieving litigation goals.

After her decade in the merchant marine, Karen relocated to California and graduated *cum laude* from Empire College School of Law. During law school, she clerked with the Sonoma County District Attorney's office for two years. The last decade, Karen's specialized in defending employers in the workplace safety arena and defending sexual harassment and wrongful termination lawsuits for California employers including construction companies, transportation companies, wineries, and media companies. Recent notable successes include a 2017 defense verdict in a sexual harassment case in Napa County for a large construction company as well as successful settlement of Cal OSHA citations with a 90% reduction in fines for Willful and Serious citations issued out of Oakland for a large San Francisco based company in 2018. Karen's expertise also includes blood-borne pathogen regulatory compliance related to the Cal/OSHA standard for hospitals, nursing homes, and general industry. She effectively defended five companies regarding the proper hazard minimization with regard to blood-borne pathogens in California.

Karen has been a community leader in Northern California taking leadership positions in a number of school boards and community organizations including libraries and professional organizations. She is the founding counsel for the Committee for Equity in Women's Surfing, which brought prize equality to women's surfing by working closely with the leading big-wave women athletes and the California Coastal Commission and State Lands Commission from 2016 through 2018.

Admitted to Practice:

California

U.S. District Court, Eastern and Northern Districts of California

Professional Activities:

- Sonoma County Bar Association
- Sonoma County Women in Law
- Committee for Equity in Women's Surfing

Media Quotes:

- February 6, 2019 – The New York Times Magazine – “The Fight for Gender Equality in One of the Most Dangerous Sports on Earth”
- December 16, 2018 - USA Today - "Women surfers fight for gender pay equality in killer wave competition"
- October 2018 - Santa Rosa Press Democrat - "Surf's Up and So Is the Pay"
- September 2018 - San Francisco Chronicle - "World Surf League Offers Equal Pay"
- August 2018 - San Jose Mercury News - "Women Surfers Want Equal Pay"
- November 2016 - Esquire Magazine - "Industry Fights Prop 60"

Published Works:

- February 15, 2019 – Ogletree Deakins Blog Post – “California Bill Proposes Three-Year Statute of Limitations for Employment Claims”
- January 25, 2019 – Ogletree Deakins Blog Post – “Cal/OSHA News and Reminders”
- January 22, 2019 – SHRM Online – “Two California Bills Address Independent Contractor Misclassification”
- January 15, 2019 – Ogletree Deakins Blog Post – “California Legislature Considers Two Bills Related to Independent Contractor Misclassification”

**Anthony J. DeCristoforo**

Office Managing Shareholder

anthony.decristoforo@ogletree.com**Location:**Sacramento (Office: 916-840-3141, Fax: 916-503-1721)**Education:**

J.D., Santa Clara University, 1993

B.A., University of California Berkeley, 1989

Practice Areas:Employment Law, Litigation, Wage and Hour, Class Action, Trucking and Logistics

Anthony (Tony) DeCristoforo is the managing shareholder in the Sacramento office. His employment litigation practice focuses on the representation of employers and supervisors in disputes in state and federal courts, as well as in administrative proceedings and arbitrations. Tony has extensive experience handling wage and hour class actions and claims for discrimination, wrongful termination and sexual harassment. He also advises employers on a wide range of employment-related issues, including wage and hour law, employment agreements, employee handbooks and statutory leave rights.

Tony's general litigation practice includes the representation of businesses and individuals in a variety of civil actions, including unfair competition, breach of contract and business tort lawsuits.

Experience:**California Wage & Hour Class Actions**

- Represented fruit processing company in wage and hour class action alleging rest and meal period violations.
- Defended magazine distributor in wage and hour class action alleging off-the-clock work and claims of unreimbursed expenses.
- Represented employer of truck drivers in class action claiming damages and penalties for rest and meal period violations.
- Representing seafood processor in class action for alleged unpaid overtime, rest and meal period violations and related claims.
- Defending financial services company in wage and hour class action alleging overtime and rest and meal period violations.

Other Employment Litigation

- Obtained summary judgment on behalf of financial services company in lawsuit alleging retaliation and wrongful constructive discharge.
- Obtained summary judgment in favor of telecommunications company in lawsuit alleging retaliation based on complaints of safety violations.
- Successfully defended skilled nursing facility in lawsuit filed by former employee claiming disability discrimination and harassment.

- Defended consumer products company against claim of race discrimination brought by former executive employee.
- Represented global energy producer in action alleging workplace injury discrimination.
- Successfully defended furniture manufacturer against discrimination claim filed by former employee.
- Successfully represented large insurance underwriter in lawsuit involving alleged unfair competition and misappropriation of trade secrets.
- Defended manufacturing company in breach of contract lawsuit filed by former employee for alleged unpaid bonuses.
- Successfully defended software company in action for unpaid wages filed by former employee.
- Represented numerous businesses of all sizes in ADA access lawsuits filed by private litigants.
- Successfully defended various employers in administrative appeals of Cal/OSHA

citations. **Admitted to Practice:**

California
 U.S. District Court, Central, Eastern, Northern and Southern Districts of California
 U.S. Court of Appeals, Ninth Circuit

Honors and Awards:

- Acritas Star (2018)
- *Best Lawyers in America* (2018-present)
- Northern California *Super Lawyers* (2017, 2018)

Professional Activities:

- State Bar of California (Labor and Employment Law Section)
- Sacramento County Bar Association (Past member, Labor and Employment Law Section, Executive Committee and Diversity Hiring and Retention Committee)
- Judge pro tem, Sacramento County Superior Court
- Voluntary attorney, Voluntary Legal Services Program of Northern California
- Past member, Milton Schwartz American Inn of Court
- Past member, Greater Sacramento Area Economic Council, Investor Relations Committee
- Past Member, American Council of Engineering Companies (ACEC) of California, Prevailing Wage Law Committee

- Past member, Board of Directors, Sacramento Children's Home
- Past member, Board of Directors, Jesuit High School Alumni

Association **Speeches:**

- Corporate Labor and Employment Counsel Exclusive - "Life Is Better at the Beach? Surfing California's Latest Employment Developments" - La Quinta - November 8, 2018
- Ogletree Deakins Navigating California Employment Law Seminar - "BREAKING NEWS: Employer Harassment Policies and Investigations Under Fire!" - Napa - March 3, 2018
- Ogletree Deakins Workplace Strategies Seminar – “Dude, Those California Laws Are Gnarly!” – San Diego – May 3, 2017
- Ogletree Deakins Navigating California Employment Law Seminar - ""Reasonable" in California ... But Perhaps Nowhere Else" - Napa - March 2, 2017

**Robert C. Rodriguez**

Associate

robert.rodriguez@ogletree.com**Location:**

Sacramento (Office: 916-840-3150, Fax: 916-840-3159)

Education:J.D., *cum laude*, University of San Diego, 2015B.S., *with honors*, University of San Francisco, 2012**Practice Areas:**Employment Law

Robert Rodriguez has significant experience handling a wide variety of labor and employment matters, including wage and hour class actions, claims of discrimination, retaliation, harassment, and wrongful termination. He also has experience providing in-house legal advice regarding complex labor and employment issues.

Prior to joining Ogletree Deakins, Robert served as an attorney for the Governor's Office of Emergency Services, handling in-house labor and employment matters and previously, at a Sacramento area civil litigation firm, where he handled a wide array of employment related matters.

Robert received his juris doctor, *cum laude*, from the University of San Diego School of Law. During law school, he served as a judicial extern to the Honorable Eddie C. Sturgeon, San Diego County Superior Court, and as a corporate counsel intern in Jack in the Box, Inc.'s legal department. He also served as a summer associate at a prominent civil litigation firm in San Diego.

He received a Bachelor of Science degree, *with honors*, from the University of San Francisco in Organizational Behavior and Leadership.

Experience:

- Obtained a "no cause" finding by the California Department of Fair Employment and Housing in a claim involving disability discrimination and retaliation.
- Obtained summary judgment on behalf of products manufacturer in a multi-million dollar products liability claim.
- Obtained summary judgment on behalf of a home inspector in a high exposure professional liability claim.

Admitted to Practice:

California

U.S. District Court, Central, Eastern, Northern and Southern Districts of California

Professional Activities:

- Sacramento County Bar Association
- Phi Delta Phi Legal Honor Society



Jill L. Schubert

Associate

jill.schubert@ogletree.com

Location:

Sacramento (Office: 916-840-3143, Fax: 916-840-3159)

Education:

J.D., *magna cum laude*, McGeorge School of Law, 2015

B.A., *magna cum laude*, Baylor University, 2009

Practice Areas:

Employment Law, Litigation

Jill is an associate in the Sacramento office of Ogletree Deakins. Her employment litigation practice focuses on defending employers and individuals in state and federal courts, as well as in administrative proceedings and arbitrations. She has experience handling claims of discrimination, retaliation, harassment, wrongful termination, and defamation. She has significant experience representing public entities and non-profits, including public universities, counties, cities, school districts, religious organizations, and healthcare systems throughout California.

Prior to joining Ogletree Deakins, Jill worked at a Sacramento litigation defense firm where she represented public and private entities throughout various stages of litigation. During law school, she externed for the Hon. Consuelo M. Callahan of the United States Court of Appeals for the Ninth Circuit.

Experience:

- Obtained summary judgment on behalf of a large healthcare organization in lawsuit alleging race, age, and associational discrimination, harassment, and retaliation. (2018)

Admitted to Practice:

California
U.S. District Court, Eastern District of California
U.S. Court of Appeals, Ninth Circuit

Professional Activities:

- Sacramento County Bar Association (Labor and Employment Law Section)
- State Bar of California (Labor and Employment Law Section)

Published Works:

- February 12, 2019 – Ogletree Deakins Blog Post – [“California Court of Appeal Identifies Triggers for Reporting Time Pay Obligation”](#)

Attachment E

Organizational Chart

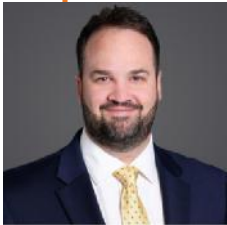
Proposed San Mateo Harbor District Team



Karen Tynan
Of Counsel
Relationship Manager



Tony DeCristoforo
Office Managing Shareholder
High Level Guidance



Robert Rodriguez
Associate



Jill Schubert
Associate

Attachment G

Signed Acknowledgement of Addenda Form

**SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES**

SAN MATEO COUNTY HARBOR DISTRICT

ACKNOWLEDGEMENT OF ADDENDA

The undersigned Proposer acknowledges receipt of the following addenda, if issued, to the RFP Documents. If none received, write "None Received."

Addendum No. 1 , dated February 13, 2019

Addendum No. _____, dated _____

Addendum No. _____, dated _____

Date: _____

Firm: Ogletree, Deakins, Nash, Smoak & Stewart, P.C.

Print Name: Anthony DeCristoforo

Signature: _____

Title: Office Managing Shareholder

**SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES**

COST PROPOSAL FORMS

Pursuant to the Notice Inviting Proposals, the undersigned Proposer herewith submits a Proposal on the Proposal Form or Forms attached hereto and made a part hereof and binds itself on award by the San Mateo County Harbor District under this Proposal to execute a Contract in accordance with its Proposal, the Proposal Documents, and the award. The attached Notice Inviting Proposals and Addenda, if any, are made a part of this Proposal and all provisions thereof are accepted, and all representations and warranties required thereby are hereby affirmed.

THE PROPOSAL BELOW INCLUDES ANY AND ALL LABOR, MATERIALS, APPLICABLE TAXES, INSURANCE, SUBCONTRACTOR COSTS, TRAVEL EXPENSES, TELEPHONE COSTS, COPYING COSTS, PROFIT, ADMINISTRATIVE AND OVERHEAD FEES, AND ALL OTHER COSTS NECESSARY FOR THE PERFORMANCE OF ALL THE SERVICES CALLED FOR UNDER THE FOLLOWING CONTRACT. ANY PROPOSED REIMBURSABLE COSTS SHALL BE SEPERATELY IDENTIFIED (E.G. OVERNIGHT DELIVERY, UPCHARGE ON 3RD PARTY INVOICES).

Ogletree Deakins is pleased to offer San Mateo County Harbor District (the District) a 7.5% discount off our then-current standard "Unburdened Hourly Rate" by attorney or paraprofessional. In addition, and as part of the District's "All Inclusive Hourly Rate," we will absorb client billable costs totaling up to 2.5% of our standard "Unburdened" hourly rates that are billed within a calendar year. If the District exceeds the 2.5% threshold, only disbursements to third parties and direct costs incurred in serving the District needs (exclusive of overhead) are treated as reimbursable, such as court reporter fees, deposition transcripts, mileage and travel expenses, mediator fees, costs relating to e-discovery, expert fees and costs, and the like.

We review our rates annually to determine if a market adjustment is appropriate. Any rate increases are made at the beginning of a calendar year.

The completed San Mateo County Harbor District Cost Proposal Form is shown below:

Position	2019 Unburdened Hourly Rate	2019 All inclusive Hourly Rate¹	Estimated Hours per Month**	Example of Duties
Special Counsel <i>Karen Tynan, Relationship Manager, Of Counsel</i>	\$450	\$415	2-5	Frequent and regular review of outstanding human resources queries, review of claims, complaints, and questions regarding terminations and discipline. OSHA compliance, inspections, and litigation. Should lawsuits arise, management of litigation and mediation and trial. Attending any closed sessions or meetings as requested. Oversight of bills and reconciliation.
Alternate Special Counsel <i>Tony DeCristoforo, Shareholder</i>	\$490	\$455	<1	Occasional and infrequent strategic and/or pro-active advice as requested by Relationship Manager.
<i>Robert Rodriguez, Associate</i>	\$340	\$315	5-10	Responding to queries from Human Resources and management. Advice regarding complaints, leave, grievances, union contracts, and discipline. Should lawsuits arise, litigation work including pleadings, discovery, mediation, and trial.
<i>Jill Schubert, Associate</i>	\$355	\$330	5-10	Responding to queries from Human Resources and management. Advice regarding sexual harassment training, compliance, and terminations and discipline. Should lawsuits arise, litigation work including pleadings, discovery, mediation, and trial.

*Hourly Rate should include overhead costs as listed above. Time spent traveling to and from District meetings held within San Mateo County and any travel costs associated with such travel is not reimbursable.

**Estimated Hours should be based on comparable size and complexity of similar governmental entity.

¹ The San Mateo County Harbor District All inclusive Hourly Rate includes billable costs up to 2.5% of our total fees billed at our standard "unburdened" hourly rates by timekeeper, and by calendar year. For example, if the District incurs \$50,000 in total fees at standard "unburdened" hourly rates within a calendar year, Ogletree Deakins will absorb up to \$1,250 in total costs for that same year.

The Cost Proposal Form must be signed on the next pages (page 2 or 3 of Attachment A). Proposals submitted in any other form will be considered non-responsive and may be rejected. Signatures herein bind Proposer to the entirety of its Proposal, including all documents submitted with these Cost Proposal Forms.

**SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES**

DOCUMENTS TO ACCOMPANY COST PROPOSAL:

Items 7 A-G of the Proposal Content must accompany the Cost Proposal for a Proposal to be deemed responsive.

NAME UNDER WHICH BUSINESS IS CONDUCTED

CONTACT INFORMATION OF PERSON AUTHORIZED TO EXECUTE CONTRACT

Name: Anthony DeCristoforo

Business Address: 500 Capitol Mall
Suite 2500

City/State/Zip: Sacramento, CA 95814

Telephone Number: 916-840-3141 Facsimile Number: 916-840-3159

E-Mail Address: anthony.decristoforo@ogletree.com

MANDATORY SIGNATURE(S)

SOLE OWNER, sign here: I sign as sole owner of the business named above.

PARTNERSHIP, one or more partners sign here: The undersigned certify that we are partners in the business named above and that we sign this Proposal with full authority to do so.

SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES

X

CORPORATION OR LLC, sign here*: The undersigned certify that they sign this Proposal with full and proper authorization to do so.

Entity Name: Ogletree, Deakins, Nash, Smoak & Stewart, P.C.

By: _____ Title: _____

By: _____ Title: _____

Incorporated under the laws of the State of South Carolina

All Ogletree Deakins shareholders are authorized to execute legal service agreements with clients. As a matter of firm policy, we do not provide copies of corporate governance documents.

** If the Proposer is a corporation, this Cost Proposal Form must be executed by two corporate officers, consisting of: (1) the president, vice president or chair of the board; and (2) the secretary, assistant secretary, chief financial officer or assistant treasurer. In the alternative, this Cost Proposal Form may be executed by a single officer or a person other than an officer provided that evidence satisfactory to the District is provided demonstrating that such individual is authorized to bind the corporation or LLC (e.g. a copy of a certified resolution from the corporation's board or LLC's board or a copy of the corporation's bylaws or LLC's operating agreement.)*

IF JOINT VENTURE, officers of each participating firm sign here: The undersigned certify that they sign this Proposal with full and proper authorization to do so.

Joint Venture Name: _____

By: _____ Title: _____

By: _____ Title: _____



Board of Harbor Commissioners

Sabrina Brennan, President
Edmundo Larenas, Vice President
Nancy Reyerling, Secretary
Tom Mattusch, Treasurer
Virginia Chang Kiraly, Commissioner

John Moren, Interim General Manager
William Parkin, District Counsel

February 13, 2019

TO: Prospective Proposers

FR: Julie van Hoff, Director of Administrative Services

RE: RFP #2019-02 for Labor and Employment Legal Services- Addendum

The following questions were received prior to the February 12, 2019 4:00 p.m. deadline:

QUESTION #1-#2

1. What is the proposed term of engagement of legal services arising out of the RFP?
2. Will you please provide additional data related to historical volumes? We would like to learn more about your legal needs (fees and hours incurred annually) for the categories of work outlined in the RFP.

Kimberly S. (Senna) Randolph | Senior Business Development Coordinator | Ogletree, Deakins, Nash, Smoak & Stewart, P.C.

DISTRICT'S RESPONSE

1. There is no term specified, and the RFP is for ongoing legal services on an as needed basis.
2. Costs of labor and employment legal services averaged around \$55,000 per year over the last ten years. The highest year was \$133,000 and the lowest was \$5,600.

QUESTION #3

3. What is your best estimate as to onsite v. offsite employment counsel hours needed?

Sean D. De Burgh, Partner
Cole Huber LLP

DISTRICT'S RESPONSE

3. 90% offsite, telecons and document response. I would imagine the only times onsite would be required would be potentially meeting with an employee's Union rep/legal team due to a pending claim and possibly an occasional update to our Board on pending litigation in a Closed Session. We don't anticipate any union negotiations for another 5 years, as we recently approved a new MOU with both bargaining units, OE3 and Teamsters.

QUESTIONS #4-#12

4. What is an estimate of the number of hours per month counsel would have to set aside for San Mateo County Harbor District?
5. Is there a possibility of travel reimbursement if the number of hours per month reaches a

specific level or range?

6. What are the current needs in terms of labor and employment? What specifically is the greatest need?

7. What are the general legal needs of the district?

8. Is the knowledge of Maritime law necessary for counsel?

9. What would qualify as an “unburdened” hourly rate?

10. Where is the addenda located?

11. Where is attachment E?

12. What does attachment E consist of?

Theresa Conway, Marketing/Front Office Coordinator
Renne Public Law Group

DISTRICT’S RESPONSE

4. District needs fluctuate from month-to-month. Over the last three years the District averaged approximately 20 hours per month; with the highest month at 94 hours and the lowest less than one hour.

5. It seems reasonable to provide a cap for travel expenses. Please identify any proposed reimbursable.

6. The greatest need of the District is to assist in higher level Human Resource issues, such as assisting with investigation of employee complaints, disciplinary actions, providing input on Human Resource policies, and a methodology for assuring the District is aware of and complying with current legislation. Please refer to Attachment D-Scope of Services.

7. The District has a contract with Wittwer / Parkin to act as District Counsel and provide general legal services.

8. Maritime law is desired. If a firm does not have experience with Maritime law, a subcontract or other proposed method to address Maritime issues may be provided in the proposal.

9. The labor rate the firm would charge without unrelated labor costs (e.g. do not include travel expenses, telephone costs, and copying costs).

10. This document is the only addendum to date.

11. and 12. This is an error. In Section 6. SCOPE OF SERVICES the RFP should have referenced Attachment D- Scope of Services.



Response to Request for Proposal RFP #2019-02

Prepared for:

San Mateo County Harbor District

February 28, 2019

Prepared by:

Karen Tynan

karen.tynan@ogletree.com

916.840.3157

Anthony DeCristoforo

anthony.decristoforo@ogletree.com

916.840.3141

**OGLETREE, DEAKINS, NASH,
SMOAK & STEWART, P.C.**

Attorneys at Law

500 Capitol Mall
Suite 2500
Sacramento, CA 95814
Telephone: 916-840-3150
Facsimile: 916-840-3159
www.ogletree.com

Anthony J. DeCristoforo
916-840-3141
anthony.decristoforo@ogletree.com

February 28, 2019

San Mateo County Harbor District
P.O. Box 1449
El Granada, CA 94018
Attention: Deputy Secretary

RE: Ogletree Deakins' Response to San Mateo County Harbor District's Request for Proposal, RFP #2019-02

Ogletree, Deakins, Nash, Smoak & Stewart, P.C. (Ogletree Deakins) appreciates the opportunity to respond to San Mateo County Harbor District's (the District) Request for Proposal (RFP). An Am Law 100 firm and one of the largest labor and employment firms, Ogletree Deakins is consistently recognized for providing superior client service and value, and we are well-positioned to partner with the District to meet all of its labor and employment law needs.

- **Introduce the firm and summarize its qualifications.**

We have expertise in every substantive area of importance to our local governmental agency clients. We have worked with these public agencies on a wide variety of matters including handbook and policy reviews, leaves-of-absence issues, wage and hour advice, Occupational Safety and Health Act (OSHA) compliance, public accommodations accessibility, the full range of employment litigation defense, employee benefits matters, and affirmative action plans. We have also represented public agencies in the traditional labor arena. Because of this long history of serving public agencies, Ogletree Deakins is uniquely qualified to partner and collaborate with the District.

Ogletree Deakins was founded on the core values of premier client service, teamwork and collaboration, treating each other with respect, hard work, and open governance. These core values permeate our culture, business philosophy, and service model. Our commitment to premier client service—providing clients with the resources to solve today's business challenges—is embodied in the Client Pledge that every Ogletree Deakins attorney signs, in which we promise to:

- Understand your business and objectives
- Focus on and anticipate your needs
- Collaborate to develop creative business solutions
- Harness technology and innovation to better serve your interests
- Communicate in a timely and effective manner
- Provide quality representation with exceptional value



Ogletree Deakins considers diversity and inclusion integral to our culture and success as a firm. We continually strive to meet not only our own diversity goals but also the diversity and inclusion goals of our clients. We believe our philosophy and practice of inclusion—soliciting, valuing, and incorporating the myriad viewpoints of its lawyers—results in a firm that is more creative, stronger, and better able to address the evolving issues in a workplace.

Ogletree Deakins is innovative in the way the firm approaches professional development and diversity. The firm combines these two areas into one department dissolving the silo where diversity is often placed and ensuring it is an integral part of attorney advancement and engagement. For more information on our Professional Development and Inclusion (PDI) Department, please see our 2018 PDI Annual Report included as **Attachment A**.

- . **Name(s) of authorized principals with authority to negotiate and contractually bind the firm.**

Anthony DeCristoforo, managing shareholder in our Sacramento office, is authorized to negotiate and contractually bind the firm.

- . **A statement that binds the Proposer to the proposed Scope of Services and Cost Proposal for one hundred and twenty (120) calendar days.**

Ogletree Deakins confirms that the proposed Scope of Services and our Cost Proposal are valid for 120 calendar days.

- . **Confirm acceptance of or indicate exceptions to the Sample Agreement. See Subsection 11.B.**

Our exceptions to the Sample Agreement are included in **Attachment B**, which is a redlined version of the agreement.

- . **Indicate whether there are any conflicts of interest that would limit the Proposer's ability to provide the requested services. See Section 13.**

We are not aware of any real or potential conflict of interest in representing the District, nor do we see any indirect conflict (or “business-related” conflict) in providing legal services to the District. If such a conflict arises, we will address it with the District immediately.

Sincerely,

Anthony J. DeCristoforo

AJD:eem

B. Approach to Scope of Services

A demonstration of the Proposer's understanding of the proposed Scope of Services (Attachment D) is required as part of the Proposal. With respect to each task described in the Scope of Services, discuss your approach and methodology for performing the services. Describe how you would staff each task, the level of effort required for each task, and how your staff would coordinate with and respond to District staff.

Unlike many general practice firms, our labor and employment practice covers the full array of issues affecting the workplace. Moreover, due to our experience, size, and broad geographic reach, we can have attorneys ready to assist the District with its labor and employment legal matters on short notice when urgent issues arise. We regularly counsel clients on all areas of labor and employment law indicated in the RFP, including the following:

- Drafting/revising employee handbooks and supervisory and policy manuals;
- Developing/conducting compliance training;
- Drafting/revising leaves-of-absence policies and ensuring compliance with all applicable laws including the Family and Medical Leave Act (FMLA) and the California Family Rights Act;
- California compliance sexual harassment training for supervisors and employees as requested by the District;
- Attending employment-related meetings, hearings, litigation, and binding arbitrations;
- Attending Board Meetings or Closed Sessions as requested or needed;
- Evaluating recruitment and hiring processes and employee orientation programs;
- Advising on health and safety issues including compliance with OSHA and state workplace safety laws including reviews of safety training and audits, and in the event of citations, appeal of OSHA citations;
- Addressing employee complaints of harassment, discrimination, and retaliation, and ensuring compliance with Title VII, the Age Discrimination in Employment Act, and all state and local discrimination laws;
- Conducting or overseeing internal investigations;
- Assessing whether an employee has a disability and analyzing requests for accommodation to ensure compliance with the Americans with Disabilities Act and state disability laws;
- Designing and implementing employment policies and practices;
- Identifying employee conduct that constitutes protected activity and managing employees engaging in protected activity;
- Assisting in the performance management of historically poor performers, including advising on disciplinary measures and drafting separation agreements;
- Assisting with reductions-in-force and mass layoffs;
- Counseling clients on preventing and defending pay discrimination claims, including conducting privileged pay equity audits (of which we have handled more than 200 within the past 5 years) and drafting defensible policies and procedures;
- Ensuring that wage and hour practices, including overtime policies, are in compliance with all applicable state and federal laws, including the Fair Labor Standards Act (FLSA);
- Advising on best practices and legal compliance for pre- and post-employment screening and testing;
- Counseling clients on all termination and post-termination issues including termination pay and benefits issues;
- Helping clients comply with new privacy developments, craft compliant social media policies, and use best practices for protecting data;

- Assisting in the preparation of annual audit letters;
- Designing and administering employee benefits plans in compliance with all applicable laws including the California Public Employees' Pension Reform Act;
- Negotiating labor contract negotiations and advising on the application and interpretation of the contracts;
- Conducting manager and supervisor training;
- Drafting and reviewing employment contracts;
- Counseling on union organizing campaigns, union grievances, and protected concerted activity;
- Complying with the National Labor Relations Act; and
- Advising on bargaining units, subcontracting, subrogation, and other labor issues.

In addition to the above counseling and advice, we have extensive experience representing our clients, including public agencies and governmental entities, in all forms of labor and employment litigation, including single-plaintiff lawsuits and in complex and class litigation. Our attorneys can defend the District in all labor and employment-related legal proceedings in California.

Complete descriptions of our practice areas can be found in **Attachment C**.

Relationship Management and Staffing

Our client partnership commitment is ideally suited to meet the District's expectations for client-focused teamwork. We find that open and regular communication is key to establishing and maintaining a successful client relationship. We will work with the District on each matter to identify the relevant legal issues, establish client goals, and assemble a team that can accomplish those goals.

The relationship manager for all District matters will be Karen Tynan. Karen will be the primary point of contact and manage the District Core Team. She will be responsible for staffing all District matters with attorneys who have the most appropriate level of experience and rate for each task. Karen will also ensure that all legal professionals who perform work on District matters understand the structure of the District's business and legal needs. The District will not be charged for any time that Karen acts in this role. Instead, Karen will bill only for time spent working in connection with specific District matters. Anthony (Tony) DeCristoforo, the managing shareholder of the Sacramento office, will also provide high-level guidance on all District matters.

A strong core of attorneys will handle the vast majority of the work. Our goal is to provide a team large enough to ensure responsiveness while keeping the team small enough to master institutional knowledge of your business and develop a meaningful rapport with key District employees. Additional subject-matter experts will provide advice and counseling in their respective areas of expertise as needed and subject to the District's approval. Of course, we are willing to tailor our staffing approach in keeping with your preferences.

Engagement/Onboarding Meeting

At the start of the engagement, we will hold an onboarding meeting, at our expense, to introduce our team and gain further insights into your business and operations. The meeting will also help the Ogletree Deakins team learn the District's preferences for the handling of its legal matters, the frequency and type of communication that the District prefers, the nature and posture of current pending matters, and issues of importance to the District.

Regular Meetings and Client Feedback

In addition to the ongoing informal dialogue you will have with your relationship manager, Karen Tynan, and other Ogletree Deakins attorneys working on District matters, we also offer more formal periodic review mechanisms to ensure the District's ongoing satisfaction and to obtain feedback on our performance. We will hold regular meetings to review the status of all matters, upcoming decision points, and next steps, with a focus on both your business and legal needs. These meetings can be held in-person or remotely, quarterly or more—or less—frequently, at your preference.

Reporting

We regularly communicate with our clients regarding the status of pending matters. In the District's case, we would provide written or oral reports to the Board as necessary regarding the status of any legal actions in which our firm is representing the District. Further, the relationship attorney or one of the core team members will be responsible for alerting you to important legislation, regulatory changes, court rulings, and emerging risks by emailing in-house counsel with an update on the developments. We also provide clients with e-alert updates that are produced by our lawyers and made available through blogs, podcasts, newsletters, webinars, and seminars on emerging legal issues. Matters we cover routinely include proposed, pending, or newly enacted legislation; new case law, including U.S. Circuit Court splits, U.S. Supreme Court rulings, and orders granting certiorari; and legal trends, including shifts in focus from the plaintiffs' bar, and other emerging risks.

C. Proposer's Qualifications and Experience

- 1) All attorneys performing services for the District on behalf of the firm must be admitted to practice in the State of California and be members in good standing with the State Bar of California.**

We confirm that all Ogletree Deakins attorneys proposed to perform services for the District are admitted to practice in the State of California and are members in good standing with the State Bar of California.

- 2) The firm member with primary responsibility for the services provided to the District, must have at least five (5) years' experience providing labor and employment legal services for special districts, municipalities or other local public agencies.**

Karen Tynan has been practicing labor and employment law in California from 2001 to present. Throughout that time, she has advised both public and private clients including construction companies, media companies, wineries, transportation businesses, agriculture and food processors, and a variety of other businesses located in Northern California. When she was with Jordan, Aqui, and Tynan, she provided legal services to the Forestville Fire Protection District, the Sonoma County Waste Management Agency, and the Shiloh Cemetery District. In 2014 and 2015, she was the elected public member of the Healdsburg High School Governance Council providing a broad range of advice but also informally advising and assisting that council with carrying out their duties to advise the public high school on strategic plans and compliance with state requirements.

Karen's experience includes counseling and advising public and private employers on complex workplace issues including all of the California wage and hour requirements, California leaves, sexual harassment and discipline, as well as termination and severance agreements. In 2017, Karen Tynan defended a large Napa based construction company against a sexual harassment case and received a defense verdict.

3) Demonstrated legal expertise (including counseling and litigation) in personnel law and regulations including but not limited to labor issues, employment law, and occupational safety and health.

Our firm is routinely recognized for high-quality legal services and the dedication of our attorneys:

- Named “Law Firm of the Year” in the 2019 *U.S. News – Best Lawyers*® “Best Law Firms” publication for the eighth consecutive year. Only one law firm is named in each nationally ranked practice area. For 2019, we have been named “Law Firm of the Year” in Employment Law – Management. For 2019, Ogletree Deakins also earned “First-Tier” rankings in six practice areas: Employee Benefits (ERISA) Law; Employment Law – Management; Labor Law – Management; Litigation – Labor & Employment; Litigation – ERISA; and Construction Law.



- Earned a top firm ranking nationwide for Labor & Employment law in *Chambers USA 2018*. The guide notes that Ogletree Deakins is a “[f]ormidable labor and employment practice with numerous offices across the USA, providing advice on the whole range of relevant matters such as internal workplace investigations and formal representation regarding regulatory compliance.”



- Named a “Powerhouse” in Complex Employment Litigation and Everyday Employment Litigation for the seventh straight year in BTI’s *2019 Litigation Outlook: Changes, Trends and Opportunities for Law Firms* report.



- Named to the 2017 BTI Clientopia 24, which lists 24 law firms recognized by clients for superior client relationships. The BTI Clientopia 24 are firms with the most relationships where a client considers the law firm both its leading primary provider and the first firm it would recommend to other legal decision makers.

- Named to *Corporate Counsel* magazine’s 2017 survey “Who Represents America’s Biggest Companies” for the fifth year in a row. Notably, Ogletree Deakins received the most mentions nationwide for **any** firm, not just labor and employment law firms.



- In addition to firm honors, individual Ogletree Deakins attorneys received the following recognition:
 - 53 of our attorneys are Fellows in the College of Labor and Employment Lawyers.
 - 79 of our attorneys are ranked in *Chambers USA 2018*.
 - 225 of our attorneys are listed in *The Best Lawyers in America 2019*.
 - 27 of our attorneys are recommended in *The Legal 500 United States 2018*.
 - 167 attorneys were recognized as “Super Lawyers” and 86 were identified as “Rising Stars” in the 2017 edition of *Super Lawyers*.

4) Maritime labor law knowledge is desired.

Karen Tynan graduated with honors from the United States Merchant Marine Academy. She worked for Chevron Shipping Company for ten years—sailing as a ship’s officer on oil tankers and rising to the rank of Chief Officer with her Unlimited Master’s License as well as San Francisco Bay pilotage endorsement. Karen ultimately became the highest ranking woman in the Chevron fleet. Her maritime and petroleum

experience is unique among employment lawyers and would give Karen an insider's perspective when working with the District.

The following information should be included in the Proposal:

- 1) A brief description of the Proposer's qualifications for the Scope of Services and previous experience on similar or related work performed for local governmental agencies, including special districts, specifically port and harbor districts, if any. This description must include a summary of work performed, the period over which the work was completed, for whom it was performed, the location where it was performed, and the size of the Proposer's effort (i.e., cost and period of time).**

Ogletree Deakins has a long record of serving as counsel to local governmental agencies. Over the past five years, we have represented more than 300 public entities, including local governmental agencies, in approximately 840 matters. Our work on behalf of these clients includes general labor and employment law advice, immigration-related matters, the full range of employment-related litigation and pre-litigation issues (ADA, ADEA, FLSA, non-compete agreements, Title VII, and more), and employee benefits counseling. We have also represented these clients in the traditional labor arena and have provided labor advice and defended them in connection with collective bargaining, grievances, and unfair labor practice complaints. More information about our work for these clients is available upon request.

In addition, we have handled approximately 159 matters for over 30 clients in the maritime shipping and transportation industry. These matters range from general labor and employment law advice, immigration matters, discrimination-related advice and representation, and advice and representation in connection with collective bargaining, grievances, and unfair labor practice complaints.

We also regularly provide training to our public entity clients and our clients in the maritime shipping and transportation industry.

- 2) The names of the proposed lead Counsel and all key personnel who would be directly engaged in the performance of the Scope of Services. For each of these individuals, please submit:**
 - a) A description of their qualifications and background, and number of years of experience in performing labor and employment legal services;**
 - b) A list of references, including a brief description of the nature of the work performed by the individual for each reference; and**
 - c) A description of their experience with public agency clients and with special districts, specifically harbor and port district agencies, if any.**

**Karen Tynan – Of Counsel, Sacramento
Relationship Manager**



Karen specializes in defending California employers from workplace safety, sexual harassment, and wrongful termination claims. Her clients include construction companies, transportation companies, wineries, and media companies. From 2005 to 2008, while working at Jordan, Aqui, and Tynan, Karen advised and represented the Shiloh Cemetery District, Forestville Fire Protection District, and the Sonoma County Waste Management Agency. Recent notable successes include a 2017 defense verdict in a Napa County Superior court sexual harassment case for a large construction company as well as successful settlement of citations from the California Division of Occupational Safety and Health (Cal/OSHA) for a 90% reduction in fines for “willful and serious” citations. Karen was a candidate for the California Board of Pilot Commissioners in 2018 and will remain a candidate for any open public member position for 2019. Karen has defended companies in most venues across Northern California. She has 18 years of experience providing labor and employment legal services.

Karen's References:

Joe Gonsalves

JA Gonsalves & Son Construction

360 Watson Ln, American Canyon, CA 94503
(707) 258-6261 – Office
(707) 287-7208 – Joe Gonsalves's Cell Phone

- Client since 2006
- Services performed for JA Gonsalves and Son Construction have included general employment advice, contract disputes, civil litigation, trial work, mediations, and compliance advice.

Mark Meagher – CFO

Cybernet Entertainment and The Armory Club

1155 Mission St.
San Francisco, CA 94103
(415) 699-3686

- Client since 2010
- Services performed for Cybernet Entertainment and related company The Armory Club have included complex civil litigation, writs, appeals, termination and discipline advice, contract disputes, sexual harassment training and compliance, wage and hour compliance, EDD audits, and other general labor and employment advice.

Adam Grayson – Former CFO

Echo Alpha

14141 Covello St.
Van Nuys, CA 91405
(310) 936-7546
adam@adamgrayson.com

- Client since 2013
- Services performed for Echo Alpha and related companies has been broad ranging and included general employment advice, terminations and discipline advice, regulatory compliance, complex litigation, writs, appeals, and administrative law hearings.



Tony DeCristoforo – Office Managing Shareholder, Sacramento

Tony focuses on the representation of employers and supervisors in disputes in state and federal courts, as well as in administrative proceedings and arbitrations. He has extensive experience handling wage and hour class/collective actions and claims for discrimination, wrongful termination and sexual harassment. He also advises employers on a wide range of employment-related issues, including wage and hour law, employment agreements, employee handbooks, and statutory leave rights.

Tony's general litigation practice includes the representation of businesses and individuals in a variety of civil actions, including unfair competition, breach of contract, and business tort lawsuits. Tony has 25 years of experience providing labor and employment legal services.

Tony's Reference:

Bridgette C. Romoan, Esq.
Community Choice Financial, Inc.
6785 Bobcat Way, suite 200
Dublin, OH 43016
broman@ccfi.com

- Client since 2012
- Services performed for Community Choice Financial, Inc. has been broad ranging and included general employment advice and employment litigation.



Robert Rodriguez – Associate, Sacramento

Robert's practice focuses on the representation of employers in disputes in state and federal courts, as well as in administrative proceedings and arbitrations. Robert has experience with a wide variety of labor and employment law matters, including wage and hour class/collective actions and claims of discrimination, retaliation, harassment, and wrongful termination. He also routinely provides in-house legal advice regarding complex labor and employment issues.

Before joining Ogletree Deakins, Robert served as an attorney for the California Governor's Office of Emergency Services (Cal OES), handling in-house labor and employment matters. Cal OES' is a California Governor's cabinet-level agency responsible for overseeing and coordinating emergency preparedness, response, recovery, and homeland security activities within the state and employs approximately 1,100 employees. During Robert's tenure at Cal OES, he routinely advised the executive leadership on all aspects of labor and employment law, including labor relations, employee safety, human resources administration, and staff discipline. Robert conducted staff investigations and human resources training and represented Cal OES in adverse employment actions before the State Personnel Board. He has over 3 years of experience providing labor and employment legal services.

Robert's Reference:

Jennifer Plescia – Assistant Chief Counsel
California Governor's Office of Emergency Services (Cal OES)
3650 Schriever Avenue
Mather, CA 95655
(916) 845-8815
jennifer.plescia@caloes.ca.gov

- Services include advising on all aspects of labor and employment law, including labor relations, employee safety, human resources administration, and staff discipline, and claims of discrimination and harassment. Robert also represented Cal OES in adverse employment actions before the State Personnel Board and claims of discrimination and harassment before the Department of Fair Employment and Housing.



Jill Schubert – Associate, Sacramento

Jill's practice is focused on defending employers in state and federal courts, as well as in administrative proceedings and arbitrations against claims of discrimination, retaliation, harassment, wrongful termination, and defamation. She has significant experience representing public entities and non-profits, including public universities,

counties, cities, school districts, religious organizations, and healthcare systems throughout California. Jill has experience dealing with the many issues unique to public entity representation, including various governmental immunities, the Tort Claims Act, the Ralph M. Brown Act, and the Public Records Act. Jill has over 3 years of experience providing labor and employment legal services to public entities.

Jill's Reference:

Lincoln Snyder – Executive Director, Schools
Roman Catholic Diocese of Sacramento
(916) 733-0110
lsnyder@scd.org

- Services performed included representation of the Diocese in employment litigation matters, as well as general employment advice.

Additional Attorney Resources

In addition to the proposed team outlined above, all of Ogletree Deakins' lawyers are at the disposal of the District, and we are happy to work with you to perfect this staffing structure. Due to our California presence and expertise in California labor and employment law, we are available to help the District with any labor or employment-related legal issues it confronts quickly and efficiently. For instance, our Traditional Labor Law Practice Group includes nearly 200 lawyers who represent employers of all sizes in labor matters such as collective bargaining, union campaigns, and unfair labor proceedings before the National Labor Relations Board. Members of our Traditional Labor Law practice are located in all six of our California offices, including Marias Anastas in Los Angeles and Sean Kramer in San Francisco.

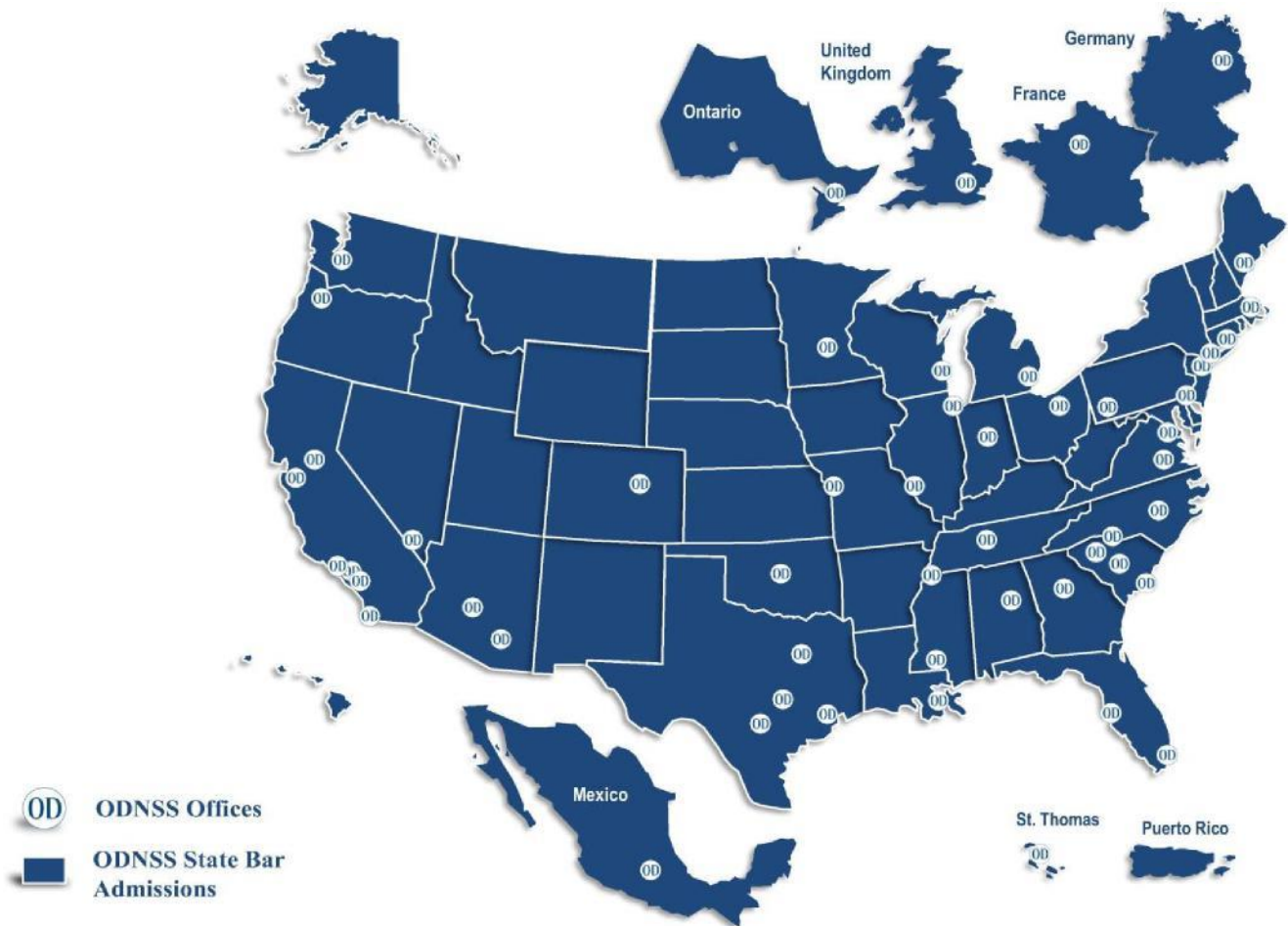
Complete attorney biographies for the proposed team are provided in **Attachment D**.

- 3) Provide contact information for three references for which the Proposer has provided similar services to those described in these solicitation documents within the past three years. For each client submitted as a reference, Proposer shall supply a brief description of the work performed if not already detailed under Section 7.C.2) above.**

All of the references listed above in response to Question No. 2 can be contacted.

- D. State the Size, Structure, and Location(s) of Firm**
Provide an organization chart that identifies the proposed client management and legal team. Also provide information concerning the Proposer's and Subcontractor's law firms size, structure, areas of practice, and locations.

We employ more than 850 attorneys in 53 offices, including 48 offices in the U.S. and the U.S. Virgin Islands, three offices in Europe (United Kingdom, Germany, and France), one office in Mexico, and one office in Canada. Our lawyers are admitted to practice in all 50 U.S. states, the U.S. Virgin Islands, Puerto Rico, the United Kingdom, France, Germany, Mexico, and Canada. We have two offices in the vicinity of the San Mateo Harbor—Sacramento and San Francisco.



The firm is a professional corporation with ownership belonging to member equity shareholders. The board of directors, the firm's primary management group, is comprised of nine positions, including firm managing shareholder, two managing directors, and six board members. Each office is managed by a local managing shareholder.

An organizational chart identifying the proposed client management and legal team is included as **Attachment E**.

Our practice areas include:

- Affirmative Action and OFCCP Compliance
- Appellate
- Arbitration and Alternative Dispute Resolution
- Background Checks
- Class Action Defense
- Client Training
- Data Privacy
- Disability Access
- Diversity and Inclusion
- Drug Testing
- eDiscovery and Records Retention
- Employee Benefits and Executive Compensation
- Employment Law Compliance
- Employment Litigation
- ERISA Litigation
- Ethics Compliance, Internal Investigations, and Whistleblower Response
- Governmental Affairs

- Immigration
- International Law
- Leaves of Absence/Reasonable Accommodation
- Mergers and Acquisitions
- Wage and Hour
- Pay Equity
- RIF/WARN
- Traditional Labor Relations
- Unfair Competition and Trade Secrets

E. Financial Stability

Provide pertinent information to allow the District to reasonably formulate a determination about the financial stability and strength of the Proposer such as financial references, financial statements, or other relevant documentation. Describe any administrative proceedings, claims lawsuits, settlements, or other exposures pending against the Proposer.

Because Ogletree Deakins is not a public entity, it is firm policy to not release this type of financial information. However, included for your reference as **Attachment F** is the firm’s Dun & Bradstreet financial statement.

Ogletree Deakins is an international law firm with more than 875 attorneys and 1,900 employees operating in offices throughout the U.S., and in the United Kingdom, Germany, Canada, and Mexico. As would be the case for any law firm of our size, we are not immune to occasional legal disputes. However, from conversations with our panel of insurers, it is clear that, as compared to peer firms, our risk-profile is very low and our claims history is benign. Our firm opens in excess of 20,000 new matters per calendar year, and the number of such matters that result in any type of claim against the firm is exceedingly small. Most often, such matters are filed by unrepresented individuals against whom our attorneys have successfully litigated on behalf of our clients. None of these matters are material; however, we are happy to provide additional details regarding any of these matters upon request.

F. Acknowledgement of Addenda (Attachment C), if applicable

Our signed Acknowledgement of Addenda form is included as **Attachment G**.

Attachment A
2018 PDI Annual Report



Ogletree
Deakins

ANNUAL REPORT

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EXECUTIVE SUMMARY

Welcome to the Annual Report of the Professional Development and Inclusion (PDI) department. In 2018, the PDI department continued to emphasize culture and quality, two key components of the firm's strategic plan and client pledge.

The firm solidified its place as a leader in both the diversity and professional development arenas. Having sponsored numerous national and local events, we favorably impacted the communities around us and saw our visibility in those communities increase. We also actively supported our shareholders by participating in multiple client meetings and discussions, all of them with positive results. Additionally, as Chief Diversity and Professional Development Officer, I participated in a number of local, regional, and national speaking engagements and podcasts representing the firm.

Our diversity and inclusion efforts included, but were not limited to, the rolling out of our new initiative, the Diversity Action Plan. Each of our attorneys was asked to commit to completing five to seven action items to further diversity and inclusion at Ogletree Deakins, in their local communities, and/or in the legal profession generally. The firm's six business resource groups—ODAlliance (supporting our LGBT attorneys), ODA3 (the Asian-American business resource group), ODAdeante (the Hispanic/Latino business resource group), ODFamily (supporting parents and families), ODWIN (our women's initiative), and ODBAR (the African-American business resource group)—held a strategic planning session at the Attorney Retreat to develop their plans for next year. In 2018 their efforts ranged from a new sponsorship program for non-equity women shareholders initiated by ODWIN, an associate mentorship program created by ODBAR, and new family-friendly policies (e.g., a "Milk Stork" program, a new ramp up policy, and a new backup childcare

resource) supported by ODFamily.

Ogletree also signed on to the American Bar Association's (ABA) new well-being pledge, committing to support our attorneys and staff in leading healthy professional lives. Furthermore, we also cultivated relationships with numerous organizations committed to improving diversity in the legal profession, including forming a new relationship with the ACC Foundation, which provided our diverse attorneys with opportunities to network with in-house counsel. We completed 31 diversity and inclusion surveys, responded to over 30 client requests for proposals requiring diversity metrics and/or initiatives, and won diversity and inclusion awards/recognition for our efforts, including earning Gold Standard Certification from the Women in Law Empowerment Forum (WILEF), ranking among the top 25 firms in all diversity categories on the Vault Associate Satisfaction Survey, and ranking as one of the Best Law Firms for Women by *Working Mother* Media.

Recognizing the increasing requests by our clients to advise them on diversity and inclusion best practices, we championed the creation of a new practice group, the Diversity and Inclusion Practice Group. This new group is chaired by Kimya S.P. Johnson (Senior Counsel, Philadelphia) and Shafeeqa W. Giarratani (Office Managing Shareholder, Austin). The group supports our clients in designing, implementing, and enhancing their own diversity and inclusion initiatives and provides a range of services, from advice and counsel to legal compliance work and engagement surveys.

Our professional development efforts in 2018 focused on the automation of ODPro (our labor and employment benchmarks); the completion of other practice-specific benchmarks for groups such as Workplace Safety and Health; and the development of a new resource, PD the

ODWay, a compendium of the professional development resources available to our attorneys. We also continued to drive use of the Success the OD Way (SODW) Learning Guide, which, when used in conjunction with ODPro and PD the ODWay, allows our attorneys to proactively take greater ownership of their careers.

Other key professional development initiatives included two pilot business development programs, TABS (Technology-Aided Business Success) for the newly elected class of shareholders and BAP (Business Accelerator Program) for top-performing non-equity women shareholders desiring to make equity shareholder. We continued to expand the availability of business development and professional skills training to all attorneys through a cost-effective subscription to Lawcountability and multiple new e-learning modules on key topics. Finally, the PDI department's senior leadership team provided individual coaching to address the specific professional development needs of associates, of counsel, and shareholders.

Overall, 2018 was a banner year for the PDI department. We ensured our attorneys had access to quality developmental opportunities across offices, helped to foster an inclusive culture reflecting the firm's core values of mutual respect and teamwork, supported the firm's diversity recruiting efforts, collaborated strategically with other administrative departments, and developed specific initiatives to support our diverse attorneys. We look forward to completing a needs assessment and working on a new three-year strategic plan in 2019.

Warm regards,

Michelle P. Wimes
Chief Diversity and Professional
Development Officer
michelle.wimes@ogletree.com

2018 DIVERSITY AND INCLUSION

PROFILE, PROGRAMS, AND INITIATIVES



DISC Members as of December 2018

Diversity and Inclusion Steering Committee

The Diversity and Inclusion Steering Committee (DISC) supports the work of the PDI department by acting as an advisory body, as reviewers, and as content developers, presenters, and panelists for internal trainings.

The DISC has created a network of diversity office ambassadors whose primary role is to work with office managing shareholders (OMSs) to support national diversity initiatives and to identify local development needs and resources. These ambassadors liaise with the DISC member that oversees their diversity region.

DISC members are the diversity and inclusion (D&I) liaisons for the offices that are within the region they oversee. Each member has the overall responsibility for identifying and being a resource for the Diversity and Inclusion Ambassadors (DIAs) in those offices.



DIAs as of December 2018

Diversity and Inclusion Ambassadors

The DIAs are the resident representatives of the PDI department at each Ogletree Deakins office.

The DIAs liaise with and receive guidance and support from the DISC liaison for their offices.

Throughout 2018, the DIAs continued to work with the OMSs to support local D&I initiatives and to implement national D&I initiatives locally.

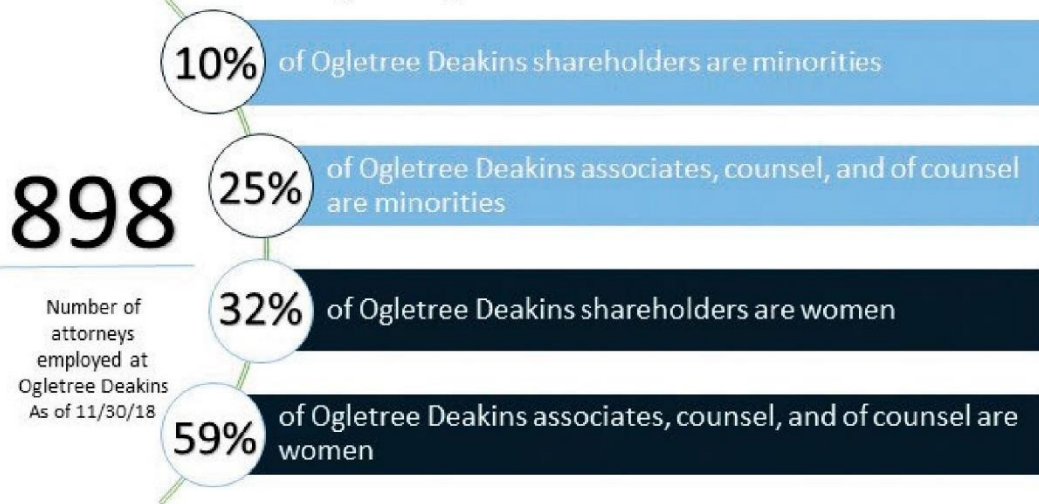
The Year in Review

- In July 2018, Ogletree Deakins was named as one of the **Best Law Firms for Women** by *Working Mother*. For over a decade, *Working Mother* has recognized U.S. law firms that create and use best practices in retaining and promoting women lawyers.
- In July 2018, for the third time, Ogletree Deakins earned **Gold Standard Certification from the Women in Law Empowerment Forum (WILEF)** for leadership roles achieved by equity women partners.
- In June 2018, Ogletree Deakins was **ranked #12 on *The National Law Journal's* 2018 Women in Law Scorecard**, which ranks the nation's largest law firms according to their inclusion of women attorneys.
- In May 2018, Ogletree Deakins was **ranked #2**, in the 600+ Lawyers category, on **Law360's Best Law Firms for Female Attorneys** report. This ranking is based on U.S. attorney headcount in order to compare similarly sized firms. Any firm that had a below-average female representation at any level was excluded. The remaining firms were ranked by the percentage of female non-partners and female partners. There were 62 law firms—among four size categories—that outpaced their peers.
- In May 2018, Ogletree Deakins **moved up from #75 to #68** on *American Lawyer Media's* 2018 Diversity Scorecard ranking.
- In April 2018, Ogletree **ranked among the top 25 firms** in seven categories of the 2018 **Vault Associate Survey**, including all categories related to diversity:
 - Overall Diversity (15)
 - Diversity for Minorities (13)
 - Diversity for Individuals with Disabilities (16)
 - Diversity for Women (23)
 - Diversity for LGBTQ (24)
 - Transparency (16)
 - Business Outlook (18)



This survey polled over 17,000 associates at approximately 500 law firms to assess their perceptions in 20 categories, such as firm culture, transparency, and diversity.

Diversity By the Numbers



82%

Percent of Ogletree Deakins attorneys promoted to shareholder in 2018 that were minorities or women

Ogletree Deakins vs National Industry Numbers



Sharing Best Practices

Members of the Professional Development and Inclusion (PDI) department gave presentations at local, regional, and national events. These opportunities allowed the PDI department to provide insights on diversity and inclusion topics and share the successful programs and initiatives at Ogletree Deakins. In addition, we spoke to over 45 organizations during the year, sharing diversity and inclusion best practices.

Event	Topic	Location
American Lawyer Media New York	Retaining Today's Fast-Moving Talent (Panelist)	New York City, NY
Charting Your Own Course Career Conference	Deconstructing Grit for the Associate of Color (Moderator)	Orlando, FL
Project Equality's 2018 Diversity and Inclusion Summit	Three of the Best: What Works and Why (Panelist)	Kansas City, MO
Pembroke Hill School	Small Steps We Can Take Towards Racial Unity (Panelist)	Kansas City, MO
American Public Square	East is East and West is West: Segregation in Kansas City (Panelist)	Overland Park, KS
Workplace Strategies	Diversity and Inclusion Initiatives and Where They Can Go Wrong (Panelist)	Phoenix, AZ
Kansas City Legal Recruiters Association	Disrupting Bias With Emotional Intelligence (Keynote Speaker)	Kansas City, MO
Black Female Attorneys Luncheon	Strategies to Mitigate Harm Caused by Microaggressions (Panelist)	Kansas City, MO
Cristo Rey Kansas City High School Diversity Training	Diversity: Embrace the Differences, Change the World (Training)	Kansas City, MO
Oklahoma City D&I Consortium - Quarterly Meeting	Pathway to Purpose: Gaining 360-Degree Support for Your Diversity and Inclusion Program (Keynote Speaker)	Oklahoma City, OK
OD Milwaukee: Managing a Workforce in 2019	Creating Inclusive Communities and Embracing Diversity in Divisive Times (Speaker)	Milwaukee, WI
University of Saint Mary	Diversity and Data Metrics (Keynote Speaker)	Leavenworth, KS
Kansas City Women's Collective	Career Development (Speaker)	Kansas City, MO
OD Kansas City: Managing a Workforce in 2019	Creating Inclusive Communities and Embracing Diversity in Divisive Times (Speaker)	Overland Park, KS
Working Mother Best Law Firms for Women	2018 Exchange Roundtables (Moderator)	Chicago, IL
Corporate Labor and Employment Counsel Exclusive	In-House Counsel's Role in Driving Success in Diversity and Inclusion (Moderator)	Palm Springs, CA
InSide Diversity XI	How the Art of Inclusion Can Unleash the Power of Diversity in the Legal Profession (Moderator)	Los Angeles, CA
Association of Law Firm Diversity Professionals Annual Conference	Supporting Diverse Attorneys (Panelist)	Chicago, IL
St. Monica Catholic Church Racial Justice Forum	Race, Religion, and the Catholic Church (Panelist)	Kansas City, MO
Professional Development Institute	The Convergence of Professional Development, Marketing, and Technology (Panelist)	Washington, D.C.
University of Missouri-Kansas City Commencement Ceremony	The Journey to Becoming Me (Commencement Address)	Kansas City, MO

Providing Diversity and Inclusion Expertise to Our Clients

In 2018, Ogletree Deakins created the Diversity and Inclusion Practice Group, chaired by Kimya S.P. Johnson (Senior Counsel, Philadelphia) and Shafeeqa W. Giarratani (Shareholder, Austin). This new group draws upon the vast resources present within one of the nation's largest labor and employment-focused law firms. It brings together experts in diversity and inclusion program implementation, affirmative action/OFCCP compliance, and pay equity to ensure clients are prepared to address the inherent challenges in building effective and legally compliant initiatives. The group also harnesses the expertise within Ogletree Deakins Learning Solutions™ to craft and deliver diversity-oriented training that meets clients' needs.



Kimya S.P. Johnson
(Senior Counsel, Philadelphia)



Shafeeqa W. Giarratani
(Shareholder, Austin)

Where did PDI go in 2018?

National Sponsorship Events	City
Charting Your Own Course Career Conference	Orlando, FL
National Bar Association's Commercial Law Section 31st Annual Corporate Counsel Conference	Dana Point, CA
Human Rights Campaign Los Angeles' Annual Gala Dinner and Auction	Los Angeles, CA
Hispanic National Bar Association's Ninth Annual Corporate Counsel Conference	San Francisco, CA
ACC Foundation's Good Lawyers to Great Lawyers Retreat	Orlando, FL
Out & Equal's 11 th Annual Executive Forum	San Francisco, CA
National Employment Law Council's 23 rd Annual Conference	New Orleans, LA
ACC's The Care and Feeding of In-House Counsel: Dinner Discussion Series	Detroit, MI
ACC Foundation's Global Women in Law & Leadership Symposium and Honors Dinner	New York, NY
South Asian Bar Association of North America's Annual Conference	New York, NY
National Association of Women Lawyers' Annual Meeting & Awards Luncheon	New York, NY
National Bar Association's 93 rd Annual Convention & Exhibits	New Orleans, LA
ABA Commission on Women in the Profession: Margaret Brent Awards Luncheon	Chicago, IL
LGBT Bar's Annual Lavender Law Conference and Career Fair	New York, NY
Hispanic National Bar Association's Annual Convention and Career Fair	Philadelphia, PA
Human Rights Campaign's National Dinner	Washington, D.C.
ACC's The Care and Feeding of In-House Counsel Dinner Discussion Series	Denver, CO
Minority Corporate Counsel Association's Diversity Gala	New York, NY
Corporate Counsel Women of Color's 14 th Annual Career Strategies Conference	New York, NY
Society for Human Resource Management's Diversity & Inclusion Conference & Exposition	Atlanta, GA
National Bar Association's Labor and Employment Section Annual Conference	Washington, D.C.
Working Mother's Best Law Firms for Women Gala Awards Luncheon and Career Accelerator Summit	Chicago, IL
National Association of Women Lawyers' Fourteenth General Counsel Institute	New York, NY
National Asian Pacific American Bar Association's Annual Convention	Chicago, IL

Regional Sponsorship Events	City
Heartland Diversity Legal Job Fair	Kansas City, MO
Black Archives of Mid-America	Kansas City, MO
Project Equality's Diversity and Inclusion Summit	Kansas City, MO
Becoming Martin	Kansas City, MO
Women's Foundation's We Work for Change Annual Event	Kansas City, MO
Jackson County Bar Association's Judge Kit Carson Roque, Jr., Scholarship Banquet	Kansas City, MO
Kansas City Friends of Alvin Ailey's Race, Place and Diversity Dinner and Symposium	Kansas City, MO
Urban League of Greater Kansas City's Difference Maker Awards Luncheon	Kansas City, MO

Across the Firm

Ogletree Deakins proudly participates in the Leadership Council on Legal Diversity's (LCLD) Fellows program. Every year, a diverse shareholder from the firm participates in this comprehensive legal-talent development program. In 2018, Jacqueline R. Barrett (Shareholder, Philadelphia) represented Ogletree Deakins in the 2018 Class of Fellows.



The firm's LCLD Fellows Alumni include Monique Gougisha Doucette (Shareholder, New Orleans); Elizabeth Ebanks, (Shareholder, Richmond); Daniel T. Sulton (Shareholder, Greenville); and Thornell Williams, Jr. (Shareholder, Jackson).

In 2018, many of our offices participated in various diversity and inclusion activities.

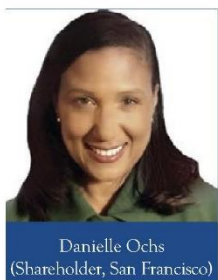
- Our Austin office sponsored the Austin Lawyer Chapter of the American Constitution Society's (ACS) Diverse Legal Voices of Austin Networking Event.
- For the third consecutive year, our Charlotte office sponsored the Women Lawyers of Charlotte's Fighting for Women With Fashion event, benefitting Safe Alliance, an organization that provides hope and healing to those impacted by domestic violence and sexual assault.
- In partnership with Indiana University Robert H. McKinney School of Law and Indiana University Maurer School of Law, our Indianapolis office created a diversity scholarship and mentoring program. Two scholars were chosen and paired with mentors from Ogletree Deakins for the school year. They will attend lunch and learns hosted by the firm, have access to resume coaching, and participate in a mock interview with our national recruiting team.

Pledge to Diversity and Inclusion Action Plan

- To demonstrate our commitment to diversity and inclusion, we asked each attorney to complete five to seven action items on the Pledge to Diversity and Inclusion Action Plan. In 2018, we rolled out part one, focused on enhancing our internal diversity and inclusion efforts and external marketing opportunities. The activities range from reading and learning to watching and attending.



Meet Our Business Resource Groups



African-American Business Resource Group

The Ogletree Deakins Black Attorney Resource Group (ODBAR), chaired by Danielle Ochs (Shareholder, San Francisco), works to bring greater visibility to the group and support their mentorship and sponsorship.

Several of our ODBAR attorneys have been nationally recognized for their work in the legal field, including:

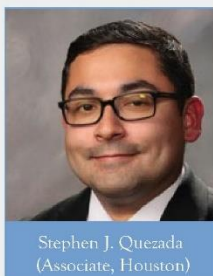
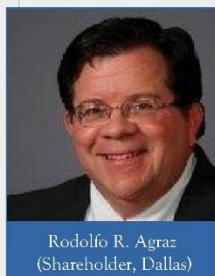
- Paul Lancaster Adams (Shareholder, Philadelphia), who was named to *Human Resource Executive's* 2018 list of the "Most Powerful Employment Attorneys";
- Shafeeqa W. Giarratani (Shareholder, Austin) and Danielle Ochs (Shareholder, San Francisco), who were recognized by *Savoy Magazine* among its 2018 Most Influential Black Lawyers.

The group also works to provide support and education for the entire firm. For example, for Black History Month, ODBAR created a three-part symposium on the following topics: History of Title VII; Inclusion Theory; and Generational Shifts, Globalism, and Tech in the Workplace. The series was presented live and recorded for on-demand viewing by attorneys and staff alike.

In addition to our attorneys, the webinars included conversations and presentations from outside experts such as Dr. Arin Reeves, President of Nextions; Carmen Copher, Senior Director & Counsel, Employee Relations at Tesla; Ashley James, Associate General Counsel, Labor & Employment at Facebook; Jorja Jackson, Senior Corporate Counsel at Salesforce; and Cassandra Knight, Chief Litigation Counsel at PayPal.



Hispanic/Latino Business Resource Group



Rodolfo R. Agraz (Shareholder, Dallas) and Stephen J. Quezada (Associate, Houston), co-chairs of the firm's Hispanic/Latino business resource group, Ogletree Deakins Adelante (ODAdelante), worked to bring greater visibility to our Hispanic/Latino attorneys both within and outside the firm.

The PDI department sponsored the Hispanic National Bar Association's Annual Convention and Career Fair. In addition to providing an opportunity for networking and education, Ogletree Deakins' recruiting team was able to connect with and interview candidates for opportunities at the firm.

Family Business Resource Group



Kelly S. Hughes
(Shareholder, Charlotte)



Trina R. Le Riche
(Shareholder, Kansas City)

The firm's family business resource group, Ogletree Deakins Family (ODFamily), is co-chaired by Kelly S. Hughes (Shareholder, Charlotte) and Trina R. Le Riche (Shareholder, Kansas City). The group serves as a resource to support attorneys during times of transition and stress while allowing everyone to live authentic lives and bring their whole selves to work.

The firm now offers:

- 16 weeks of paid parental leave;
- gradual ramp-up upon return from paid parental leave, with a 20 percent reduction in the billable-hour requirement and no change in compensation for 16 weeks;
- the "Milk Stork" program, which supports nursing mothers by shipping pumped milk during business travel; and
- backup care services for childcare centers, in-home care, aging parent, or other adult dependent.

Asian-American Business Resource Group



Gregory Cheng
(Shareholder, San Francisco)



Caroline Tang
(Shareholder, Austin)



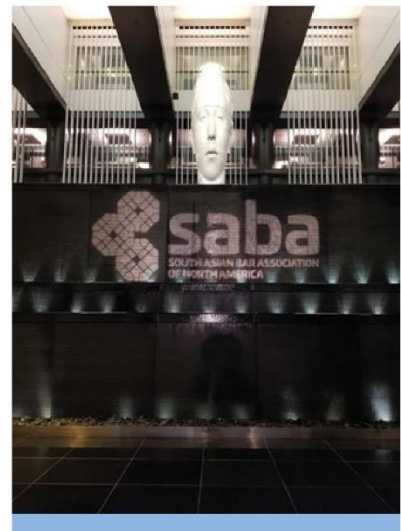
Richard Chen
(Shareholder, Orange County)

The firm's Asian-American business resource group, Ogletree Deakins Asian-American Attorneys (ODA3), is led by Gregory C. Cheng (Shareholder, San Francisco); Caroline Tang (Shareholder, Austin), and Richard Y. Chen (Shareholder, Orange County).

In addition to attending and participating in conferences held by the National Asian Pacific

American Bar Association (NAPABA) and the South Asian Bar Association, Ogletree Deakins is a founding sponsor (member) of the National Filipino American Lawyers Association (NFALA) and is highly active in local and regional associations. Catherine Vu-Thu Tran (Counsel, Torrance) is a board member of the Vietnamese American Bar Association of Southern California. They represented Ogletree Deakins at the organization's reception to honor Nhan Vu's appointment to the Orange County (California) Superior Court.

M. Tae Phillips (Of Counsel, Birmingham) and Connie M. Ng (Associate, Washington, D.C.) were selected to the NAPABA Leadership Advancement Program. The yearlong program is designed to develop mid-career Asian Pacific American attorneys' leadership skills while providing an opportunity to foster genuine relationships with peers within the profession. Only 24 attorneys across the country were selected.



Lesbian, Gay, Bi-Sexual, and Transgender (LGBT) Business Resource Group



Natalie N. Turner
(Shareholder, Atlanta)



Adam T. Pankratz
(Shareholder, Seattle)

The firm's LGBT business resource group, Ogletree Deakins Alliance (ODAlliance), is led by Natalie N. Turner (Shareholder, Atlanta) and Adam T. Pankratz (Shareholder, Seattle). Under their leadership, the group works to find ways to support and leverage each other's business development efforts.

ODAlliance member and Executive Board Member Nonnie L. Shivers (Shareholder, Phoenix) was named a Top 100 Lawyer in Arizona for 2018 by *Arizona Business Magazine*.

In 2018, Ogletree Deakins sponsored the Human Rights Campaign's National Dinner. Our ODAlliance attorneys also went to the National LGBT Bar's Annual Lavender Law Conference and Career Fair. In between networking and attending CLE sessions, they jumped in and interviewed candidates at our career fair booth with our recruiting team.



(From left to right) Adam T. Pankratz (Shareholder, Seattle); Ana Bohonos (Attorney Recruiter); and Vanessa Russell (Director of Recruiting & Retention)

Women's Initiative

Chaired by Kerri S. Reisdorff (Shareholder, Kansas City), the firm's women's business resource group, ODWIN (Ogletree Deakins Women's Initiative), constantly seeks new avenues to focus its efforts more keenly on supporting women's business development and leadership opportunities within the firm. This relentless effort has led to Ogletree Deakins' progressive movement towards assisting our women attorneys in attaining the highest leadership levels in the firm.

In 2018, ODWIN continued its participation in the national Women's In-House Counsel Leadership Institute (WIHCL) programs, in both Detroit and Orange County, California. The invitation-only leadership workshops were exclusive to women in-house attorneys. Designated Ogletree Deakins women shareholders moderated panel discussion and small-group programming to expand their skills and improve their competencies. ODWIN invited Ritu Bhasin, owner of bhasin consulting, inc., to facilitate a workshop based on her new book *The Authenticity Principle*. Kansas City women attorneys invited local women clients and contacts to learn how to lead effectively while leveraging their differences.



Kerri Reisdorff
(Shareholder, Kansas City)



(From left to right) Kerri S. Reisdorff (Shareholder, Kansas City); Ritu Bhasin (President, bhasin consulting inc.); C. Matthew Keen (Firm Managing Shareholder, Raleigh); Michelle P. Wimes (Chief Diversity and Professional Development Officer, Ogletree Deakins); and Stacy M. Bunck (Office Managing Shareholder, Kansas City)



Professional Development Initiatives

At Ogletree Deakins, professional development (PD) is an ongoing process. It involves expanding existing skills and acquiring new ones through formal and informal means so that our attorneys are equipped to serve our clients with excellence and add value to their businesses.

Throughout 2018, we encouraged our attorneys—especially associates—to take responsibility for their own development, whether acquiring traditional legal skills (writing, advocacy, research, persuasiveness, etc.) or honing emerging skills such as project management, collaboration, and self-management.

In 2018, the PDI department made a concerted effort to match our learning objectives with increasingly adaptive learning technologies. We used virtual, face-to-face, and blended approaches in our professional development programs, and we used different learning modalities (visual, auditory, and kinesthetic). PDI team members led professional development programs, and we also worked with leading industry consultants to augment our programs. In addition, we offered group as well as individual coaching opportunities for associates, of counsel, and shareholders.

We are proud of the professional development opportunities we offer our attorneys, and we strive to help them acquire and cultivate the skills, knowledge, and attitudes needed to serve our clients and to thrive in the global legal market.



ODPro 2.0

Labor and Employment Benchmarks

It is indisputable that attracting and retaining associate talent is fundamental to the success and future of any law firm. It ensures a pipeline of extraordinary talent for client service, business development, leadership, etc. One of the essential ingredients of attracting and retaining talent is providing our associates with meaningful training and professional development opportunities. Further, the most successful training and professional development programs are more than ad hoc: they are systemic, personalized, and ingrained in the day-to-day fabric of our local offices.



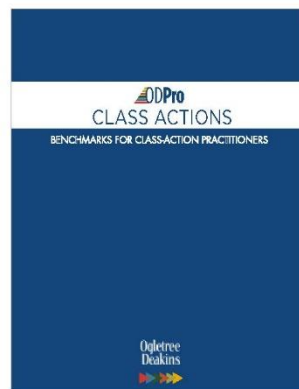
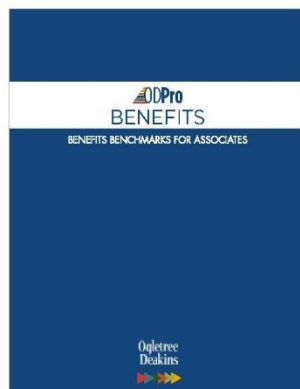
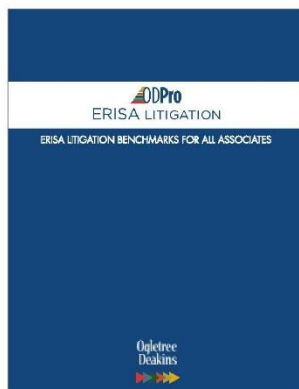
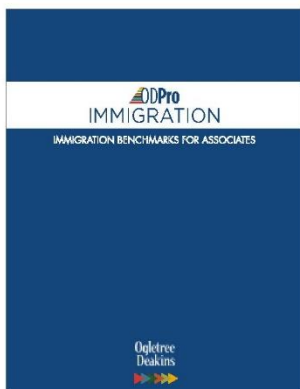
Tobias E. Schlueter
(Shareholder, Chicago)

Consequently, our firm is rolling out a refined, digitized version of our associate benchmarks: ODPro 2.0. It is an integrated and formal tool that serves as the backbone for sustained training and development. It is designed for intentional conversations with associates about the opportunities and skill sets they have and/or need for their level of experience. It is critical that associates take ownership of their careers and this process, including actively trying to obtain opportunities they need to meet a given benchmark.

Importantly, ODPro 2.0 requires intentional shareholder and office managing shareholder (OMS) leadership and engagement. The firm is aware that direct OMS involvement communicates the importance of the benchmarking process to our associates, and it also provides the OMS with insight into associate readiness, talent level, and growth opportunities.

As a member of the Professional Development Steering Committee, I fully support the utilization of ODPro 2.0 and know that it will continue to positively impact the value and quality we traditionally offer our clients.

The Professional Development and Inclusion (PDI) department continues to have available other practice area ODPro Benchmarks, including: ODPro Immigration, ODPro ERISA Litigation, ODPro Benefits, and ODPro Class Actions.



Firm-Wide Professional Development Programs and Initiatives

Substantive Legal Training and CLE

Ogletree Deakins maintains a subscription with West LegalEdcenter, a web-based continuing legal education (CLE) and professional development service from Thomson Reuters. This service offers consolidated, firm-wide access to CLE training to all our attorneys and paralegals.

In 2018, our attorneys expressed great satisfaction with the service and used it more than ever before. A total of 1,606 programs were accessed by our attorneys and paralegals, an increase of 5% over 2017.



Additionally, we renewed our firm-wide subscription with the American Bar Association (ABA), which allowed our attorneys to participate in the ABA's Free CLE Series and earn up to 18 hours of free CLE every year. Firm-Wide Professional Development Programs and Initiatives

"I travel quite a bit and earning CLE credit while I am driving on a long trip makes me feel like I am making the best use of my time. I download "interesting" programs on the WLE app to listen to on Bluetooth in my car."



Jeanne E. Floyd
(Shareholder, Richmond)

Decisions, Decisions

To help our attorneys make better decisions regarding the time they devote to professional development, in 2018 the PDI department published PD the ODWay, an electronic compendium of all the professional development opportunities.

The compendium not only lists all the professional development opportunities, but it also groups them in the following ways:

- By learning environment: is it in person, e-learning, or blended?
- By target audience: is the content targeted to associates, of counsel, shareholders, or all attorneys?
- By skills: what are the skills the attorney will hone by participating in a particular course/program? We've described each of these skills in detail so that our attorneys can select the courses that best meet their needs.



The PDI department has also published **PD Opportunities at Ogletree Deakins**, an abridged version of the compendium, which is available for external audiences.



Lauren C. Oldham (Associate, Oklahoma City) and Michael R. Buchanan (Shareholder, Dallas) converse at the welcome reception.



Michelle P. Wimes (Chief Diversity and Professional Development Officer) introduces Professor Bryan Garner.

The Winning Brief

This one-day program brought together 67 first- through fourth-year associates seeking to hone their legal writing skills under the guidance of internationally renowned lexicographer and teacher, Bryan Garner.

In consultation with the Professional Development Steering Committee, the PDI department established a three-year cycle of topics for this workshop:

- In 2018, The Winning Brief was offered.
- In 2019, Advanced Legal Writing and Editing will be offered.
- In 2020, The Garner Method for Better Legal Memos will be offered.

Since 2013, Ogletree Deakins has offered Garner's workshops to over 350 of our associates. This seminar was—and will continue to be—a key element of the firm's overall plan to strengthen associate's writing skills.

Professional Development in the Digital Era

At Ogletree Deakins, we recognize the legal market continues to evolve at a whirlwind pace and that clients expect true value and extreme responsiveness. In this environment, the PDI department has been exploring ways to have a positive impact across offices and countries, knowing that our attorneys have increasing demands on their time.

In 2018, we strategically and deliberately expanded the use of e-learning in concert with other learning modalities. Traditional classroom learning still has its place in training and professional development: it provides an environment wherein participants can build trust, network, and exchange ideas with one another on a personal level. But the ubiquitous use of smartphones, tablets, and laptops provides unprecedented opportunities for our attorneys to engage in training when and where it is convenient for them. With four generations of attorneys currently active in our firm, e-learning is an added—and welcomed—resource that appeals to our younger lawyers.

To expand the breadth and effectiveness of e-learning training opportunities, we partnered with LawFirmElearning, the leading developer of customized e-learning for the global legal industry. Besides working with LawFirmElearning to develop fully customizable content, we subscribed to QuickCustom™, a series of off-the-shelf e-learning modules (Skill-Bursts®) that can be easily tailored to the needs of our attorneys. The modules are “bite-size”, interactive, and mobile-enabled. Their content is expertly curated, and the topics are directly relevant to the needs of our attorneys.

Below is a sample of some of the topics we offered in 2018.



The full-scale rollout of the **Public Speaking Workshop (PSW)** was a great success, with workshops taking place in eight Ogletree Deakins offices. In this interactive setting, participants gave prepared speeches that were filmed. Then they reviewed their performances and received constructive feedback from their colleagues and the facilitator, Laura Rogora (Senior PD Manager).

Business Development Skills: Blended Learning



- In 2018, PDI piloted the **Business Accelerator Program (BAP)** for non-equity women shareholders. BAP was designed to support attorneys in increasing their books of business by leveraging their unique strengths and finding the right fit for their business development efforts. The program, led by Jill Dessalines, provided an initial assessment, a group launch, monthly group sessions, and an in-person wrap-up session at the 2019 Attorney Retreat.

- In 2018, the PDI department opened up the **Client Development Program (CDP)** to 60 associates. The CDP presents the foundational client development skills and habits that associates should acquire to strategically formulate and execute their business development plans. The program included three live webcasts with consultant Brianna Leung.



(From left to right) Laura Rogora (Senior PD Manager); Brianna Leung (Principal Consultant, GrowthPlay); and Emilie Keeton (Senior PD Coordinator) after the Client Development Plus Program for of counsel

- Fifteen top-performing of counsel were invited to participate in the 2018 **Client Development Plus (CDP+) Program**, which offered them real-time business development support and also enabled them to peer-coach one another. The program format included three web-based sessions, two small-group coaching sessions, and an in-person meeting at the Attorney Retreat, which was also presented by Ms. Leung.



- The PDI department continues to offer **Lawcountability**, a weekly 10-minute webinar series (also available on demand) that presents tasks and sets reminders to engage in business development. Six attorneys also had access to coaching with Ari Kaplan, principal of Ari Kaplan and Associates and creator of Lawcountability.



- The PDI department also piloted **Technology-Aided Business Success (TABS)**, a program for new non-equity shareholders seeking to enhance their ability to maximize business development opportunities and grow their books of business using technology. The program offered an initial assessment, a group launch at the Annual Shareholders Meeting, 15-minute weekly group sessions, 30-minute monthly group calls, and an in-person wrap-up session at the Attorney Retreat.



(From left to right) Michelle P. Wimes (Chief Diversity and PD Officer, Ogletree Deakins); Ari Kaplan (Principal, Ari Kaplan Advisors), who coached Ogletree Deakins' new 2018 shareholders; Jill Dessalines (Principal, Strategic Advice for Successful Lawyers, and coach for a group of 11 women non-equity shareholders); and Laura Rogora (Senior Manager, Professional Development) after the business development coaching sessions.

PROFESSIONAL DEVELOPMENT & INCLUSION PUBLICATIONS

Learn more about what we do in the professional development and diversity and inclusion arenas.

#49: The Future of Diversity Programs in Law Firms

January 16, 2018

#49: The Future of Diversity Programs in Law Firms

On this episode, I am joined by Michelle Wimes, who is the Chief Diversity and Professional Development Officer at Ogletree Deakins. Ogletree Deakins has designed and implemented programs and initiatives to really paint a picture of what it takes to be a successful attorney within their company.

Michelle is here to give a fresh perspective on racial and gender equality in legal firms, and she shares how her company's initiatives are benefiting women and minorities in law.

Things you will learn in this episode:

- How diversity, inclusion and personal development came together at Ogletree Deakins to form the programs and initiatives
- Even though these measures are relatively new, why they have already seen great success with them
- How they were able to set up benchmarks and the budget for programs to assist in the success of their employees' personal development
- The traits and behaviors which may be unspoken cultural norms, that could lead to greater success for attorneys

Links:

[Click here to learn more about Michelle Wimes](#)

[Click here to learn more about the National Association of Legal Placement](#)

[Click here to learn more about the Professional Development Consortium](#)

[Right-click to download this episode.](#)

30 NOV

PODCAST: What's the Need-to-Know on Employee Affinity Groups?

MICHELLE P. WIMES

Employee Affinity Groups—also known as Business Resource Groups—are groups of employees with common interests, concerns, or characteristics. Join Michelle Wimes, Ogletree Deakins' Chief Diversity and Professional Development Officer, as she discusses the purposes they serve, best practices for starting them, risks to watch out for, and more.

15 JUN

The Meaning Behind Pride Month

Pride—it's a simple word that, for some, denotes arrogance, hubris, narcissism, or a foolishly and irrationally distorted sense of one's personal value, importance, or achievement. However, there is a much more insightful, thoughtful, and powerful meaning behind the word that has been the impetus for worldwide commemoration.

23 JAN

Trends in Paid Parental Leave Come to the Legal Industry: A Call to Action for Law Firms?

MICHELLE P. WIMES

As Chief Diversity and Professional Development Officer at Ogletree Deakins, I have seen that law firms specifically, and the legal industry, generally, face external pressures from clients, outside counsel, and diversity groups to maintain diversity initiatives. Recently, some of that pressure has been coming from sources internal to law firms—namely, their own attorneys. As more companies offer their employees attractive leave benefits, law firms are following suit by offering their attorneys robust parental leave benefits. Here are some cutting-edge questions for companies promoting a work-life balance to consider in terms of their parental leave allowances, and trends in the promotion and advancement of women in law, including the Mansfield Rule and how it can positively impact the legal profession.

THE PDI CONNECTION MAY 2018

Volume 2, Number 3

The PDI Connection
May 2018

Ogletree Deakins

Annual Shareholders Meeting

ODWIN Women's Retreat

Professional Development for Associates

Authentic Leadership: ODWIN's Women's Leadership Event

2018 Ogletree Deakins Attorney Retreat

THE PDI CONNECTION AUGUST 2018

Volume 2, Number 3

The PDI Connection
August 2018

Ogletree Deakins

Authentic Leadership: ODWIN's Women's Leadership Event

2018 Ogletree Deakins Attorney Retreat

THE PDI CONNECTION NOVEMBER 2018

Volume 2, Number 4

The PDI Connection
November 2018

Ogletree Deakins

2018 Ogletree Deakins Attorney Retreat

Ogletree Deakins



Attachment C

Practice Area Descriptions

PRACTICE AREA OVERVIEWS

AFFIRMATIVE ACTION AND OFCCP COMPLIANCE

The experienced attorneys in Ogletree Deakins' Affirmative Action and OFCCP Compliance Practice Group counsel and defend federal contractors and subcontractors throughout the United States on jurisdictional, compliance, and enforcement issues involving the Office of Federal Contract Compliance Programs (OFCCP). Our attorneys who practice in this area all have extensive OFCCP-related legal experience (4-30 years). Our data analytics consultants, analysts, and project managers average 10+ years of experience in preparing affirmative action programs (AAPs) and assisting with data analytics for OFCCP audits. We currently advise more than 300 federal contractor clients on their affirmative action and OFCCP compliance needs and are involved in more than 100 OFCCP audits nationwide every year.

Many of our Affirmative Action and OFCCP Compliance Practice Group attorneys are certified in Legal Lean Sigma™ principles. Implementing these Legal Lean Sigma™ principles, we have developed workflow processes and facilitative software tools for the AAP preparation process to ensure service delivery efficiency. Our attorneys and analytics team routinely attend trainings on best practices and new developments and/or requirements. Knowledge management is critical in this often-changing regulatory environment and we are proud that our collaborative culture and topical internal databases can assist our attorneys, staff, and clients with whom we work in the affirmative action compliance area.

Our legal advice on affirmative action and related matters is protected from discovery by the attorney-client privilege, as are the voluntary and proactive disparity analyses we have developed and which we prepare for our clients as part of the AAP preparation process for personnel activity (hiring, promotions, terminations) and compensation.

We are involved with OFCCP offices throughout the United States on a daily basis and have developed professional working relationships with many OFCCP managers and staff members, as well as Department of Labor solicitors. Our extensive involvement in affirmative action compliance issues and the addition of former OFCCP managers and compliance officers to our team provide a unique "insider's" view of OFCCP internal initiatives and methodologies for evaluating hiring and pay practices, many of which we can replicate and enhance through our proprietary software tools.

We understand the different approaches and styles of various OFCCP offices and employees, knowledge that often proves advantageous for our clients. Our credibility and knowledge of affirmative action regulations and processes have resulted in our excellent reputation with OFCCP, which is also valuable for our clients.

Because we regularly work with OFCCP offices throughout the United States, we are aware of current trends within specific OFCCP regions and district offices. Our attorneys regularly publish and present to clients and employer groups on OFCCP developments. We publish an [AA/OFCCP blog](#) that offers legal news, insights, and practical tips. We also offer periodic live webcasts and podcasts, and tweet at [OFCCPNews@twitter.com](#). Our proprietary Affirmative Action Compliance Guide, which we provide to all of our AAP clients at least annually, is regularly updated to reflect recent OFCCP and federal contractor developments.

Some of the services we routinely provide are:

- **Preparation of AAPs:** Before preparing AAPs, we consult with our clients to ensure the strategic optimization of both the AAP and EEO-1 organization. When we receive data to prepare AAPs, we review it and flag any missing or incorrect data so that problems can be identified and resolved quickly. At a later stage of the preparation process, we seek client approval on issues such as the development of AAP job groups and compensation pay analysis groups. We generally prepare, in-house and for a fixed fee, three annual AAPs (Minorities/Females, Individuals with Disabilities, and Protected Veterans) for each AAP location. These AAPs are “turnkey” at completion and include the required narratives and data metrics. We also prepare proactive, voluntary, and privileged disparity analyses for hiring, promotions, terminations, and compensation and can prepare quarterly or semiannual analyses. The AAPs are usually delivered electronically, accompanied by a privileged cover letter listing our observations and recommendations as well as our compliance guide outlining the numerous obligations of federal contractors.
- **Defense of OFCCP Compliance Reviews:** We provide assistance with responses to OFCCP compliance reviews, including desk audit submissions and requests from OFCCP for additional information. If OFCCP insists on conducting an on-site review, we can be and often are actively involved in this process. Our experience and knowledge of OFCCP’s requirements can reduce the time OFCCP spends on-site and avoid or minimize allegations of systemic discrimination. We frequently assist our clients in challenging and resolving such allegations of unlawful bias.
- **EEO-1 and VETS 4212 Reports:** We can advise on, prepare, and submit our clients’ annual EEO-1 and VETS 4212 reports.
- **Pay Equity Analyses:** As the momentum of legislation, regulation, and corporate initiatives focused on identifying and correcting pay disparities continues to grow, our attorneys are ready to assist with pay equity issues. We regularly counsel clients on proactive measures and best practices for preventing and defending pay discrimination claims; conduct voluntary, proactive, and privileged pay equity audits with experienced labor economists and statisticians; evaluate and draft defensible compensation policies and procedures; and advise on state-specific laws related to pay equity.
- **Diversity and Inclusion:** We advise our clients on diversity and inclusion program development, including planning, strategy, design, implementation, and initiative enhancement.
- **Compliance Advice and Assistance:** We routinely consult and train clients to ensure their awareness of the affirmative action regulatory requirements and OFCCP’s often-changing focus. We can develop and execute in-house compliance assessments to train human resources personnel and hiring managers and investigate potential problem areas prior to an OFCCP compliance review. We also counsel clients on jurisdictional issues, data management and analysis, recruiting and hiring practices, testing, state law compliance issues, and OFCCP audit readiness and risk assessment.

APPELLATE

Appellate rulings can affect an employer’s bottom line and their industries as a whole. Ogletree Deakins’ appellate practice has made a global impact in several industries. For example, our appellate victory regarding the interpretation of the federal Mine Safety and Health Act (MSHA) was a boon to the entire mining industry. In addition, our recent successes in persuading federal appeals courts to reverse or remand controversial National Labor Relations Board (NLRB) rulings regarding notice posting and protected concerted activity have helped both union and non-union employers. Our attorneys, through their appellate work, have also contributed to seminal rulings establishing employer-friendly notice standards under the Family and Medical Leave Act (FMLA) and the use of the federal enclave defense.

Experienced Appellate Attorneys

Ogletree Deakins' attorneys have appeared before the Supreme Court of the U.S., as well as every federal appeals court and numerous state appellate and supreme courts. Many of our attorneys have served as judicial clerks with state and federal appeals court judges. For clients ranging from small businesses to national retail chains and industry trade associations, our attorneys routinely provide appellate services that include:

- Researching and drafting appellate briefs;
- Advising trial counsel of legal considerations for appeals;
- Conducting oral argument;
- Filing interlocutory appeals;
- Filing petitions for mandamus; and
- Filing petitions for or opposing certiorari.

Amicus Curiae / “Friend of the Court”

In addition to representing clients in litigation at the appellate level, Ogletree Deakins attorneys play a role in appellate advocacy and frequently file amicus curiae briefs with the Supreme Court of the U.S. and other tribunals on landmark labor, employment, and benefits cases. We file such briefs on behalf of businesses, trade associations, and other similar organizations.

ARBITRATION AND ALTERNATIVE DISPUTE RESOLUTION

Employment arbitration and other alternative dispute resolution (ADR) techniques can help employers and employees achieve quicker and more efficient resolutions to employment disputes. Using ADR, especially arbitration, can reduce the burden and expense of litigation while maintaining fairness to all parties.

Ogletree Deakins' Arbitration/ADR Practice Group assists employers throughout the country and across industries to create, roll out, and enforce employment arbitration agreements and other ADR programs. We advise employers on potential costs and benefits and on effective ways to structure solutions according to each employer's goals, industry, workforce, and location.

Coast-to-Coast Coverage

Members of the Arbitration/ADR Practice Group are located in our offices around the country in all major jurisdictions. Through our national arbitration practice, Ogletree Deakins' substantial resources are available to employers of all sizes, from those with a single location to those with widespread, multistate operations. Our attorneys have significant experience addressing unique issues under state and local laws that can affect arbitration, including California's Private Attorneys General Act (PAGA).

Custom Arbitration Programs

Ogletree Deakins attorneys work with employers to develop arbitration/ADR programs best suited to their needs. Multijurisdictional employers, or those with varied workforces, may find that arbitration is more effective for some types of claims and portions of their employee populations than others. If your circumstances might benefit from a customized approach, our attorneys will work with you to tailor your current policy or develop a new one focused on your specific needs and goals. Our attorneys can also advise you knowledgeably regarding class action waivers, forum selection clauses, choice of law provisions, delegation clauses, and other key terms.

Experience

Ogletree Deakins attorneys have handled all aspects of ADR issues. In particular, Ogletree Deakins has taken a lead role in defending the enforceability of class action waivers in arbitration agreements in several widely influential decisions. Our attorneys also have experience working with the leading providers of ADR services, including JAMS, the American Arbitration Association, and others.

Alerts and Updates

We are committed to providing all of the resources and information that employers need to stay aware of developments that affect their workplaces and businesses. In addition to multiday national seminars and local programs, we alert employers to breaking news through our articles, webinars, and electronic and print newsletters. Employment laws, including those related to ADR, are constantly evolving, and we keep employers up-to-date on changes that can impact them.

BACKGROUND CHECKS

Background checks are a trending topic for employers because of the tidal wave of class action lawsuits alleging technical violations of the federal Fair Credit Reporting Act, as well as the proliferation of state and local background check laws (including those arising from the Ban the Box movement). Add to this the increasing number of Title VII discrimination claims being advanced by the EEOC, and employers have tough legal and compliance burdens—including keeping up with ever-changing, often inconsistent laws and requirements. Because one mistake can lead to significant penalties for every background check an employer conducts, the stakes are high.

Our Background Checks Practice Group is a team of skilled, experienced lawyers who regularly assist (many daily) on federal, state, and local background check issues. We provide practical, innovative, preventive advice and training on each aspect of the background check process and represent employers in single-plaintiff and class litigation. Our work frequently includes:

- Design and implementation of a lawful, best-practices background check process (including review and implementation of policies, forms, letters, and other documents);
- Assistance in understanding and applying federal, state, and local restrictions and requirements on employer consideration and use of background check information;
- Assistance reviewing and negotiating contracts with background check providers (also known as consumer reporting agencies or CRAs);
- Customized explanations of laws in employer-specific jurisdictions (including interactions and conflicts between the laws of different jurisdictions); and
- Defense of single-plaintiff and class action lawsuits (ranging in size from a few to a few hundred thousand class members).

CLASS ACTION DEFENSE

Our class action lawyers have decades of experience handling federal and state law class and collective actions, such as those arising under Title VII, the Age Discrimination in Employment Act, the Employee Retirement Income Security Act, and the Fair Labor Standards Act. Our experience includes a broad range of cases, from large, nationwide classes to smaller, more modest actions. In the past five years, we have handled approximately 1,750 class and collective actions in federal and state courts throughout the country.

Because our Class Action Practice Group is located in offices around the country, we can promptly marshal the resources needed to handle fact investigations, declarations, discovery, and court hearings in nationwide or company-wide actions, as well as in local cases. In short, our coverage is vast and we

have local experience with judges, juries, and plaintiffs' counsel in a multitude of jurisdictions. In addition, we have the experience and resources to manage e-discovery in an efficient and effective manner.

Often, class and collective actions are high-profile or sensitive matters that have significant financial consequences and bet-the-company implications. Many of our lawyers have served as in-house counsel and therefore understand the demands and pressures associated with these cases, as well as the focus that high-level leaders within the client organization will give to these matters.

We do not take a one-size-fits-all approach to class or collective actions. Complex litigation requires creativity and outside-the-box thinking on every front and no two cases can or should be litigated in the same way. We view each case as a business problem that our clients have and need to resolve and we tailor the approach to each engagement to fit our clients' business interests, the needs of the particular case, the forum and the judges, opposing counsel, and any other relevant factors.

We seek and value our clients' input at every step of the case. We understand that clients count on, and expect, timely and accurate communication throughout the course of a matter and we offer a number of innovative solutions to ensure that these expectations are met or exceeded.

DATA PRIVACY

As laws continually adapt to technical advancements and changes in the transmission and storage of data, Ogletree Deakins' Data Privacy Practice Group advises clients on compliance with new developments and establishing best practices for protecting the privacy of the data that their businesses collect and retain. We regularly counsel businesses around the world with respect to:

- Complying with U.S. and multinational privacy and data security requirements;
- Developing, implementing, maintaining, and staffing effective privacy and data security programs;
- Assessing risks and identifying gaps in clients' compliance, prevention, detection, and response programs in a privileged manner;
- Conducting data security and privacy investigations;
- Designing and providing privacy and data protection training programs;
- Developing and implementing effective strategic plans for minimizing the risks of collecting and transmitting protected personal information;
- Responding to claims of unauthorized access to protected information;
- Litigating claims involving alleged violations of data security and privacy laws;
- Representing clients facing data security breaches;
- Ensuring HIPAA compliance and managing electronic medical records;
- Contracting with third-party service providers and developing multi-jurisdictional privacy protections, as required in cross-border business dealings; and
- Addressing privacy concerns related to employee benefit plans.

United States

Multifaceted and rapidly evolving data privacy and data protection laws continually present challenges for employers in the U.S. In a wide range of industries including hospitality, healthcare, retail, technology, manufacturing, transportation, energy, media, and education, we are adept at helping clients navigate their obligations under this emerging area of state and federal law.

International

For clients with employees or operations outside the U.S., strict data privacy requirements can present a minefield of hidden dangers and potential liability. Our attorneys have considerable experience helping employers manage the intricacies and hazards of data privacy laws worldwide, including throughout the European Union and North America, and in numerous jurisdictions in Asia and South America. Representative projects include:

- Reviewing and revising human resources policies to comply with multi-jurisdictional privacy requirements;
- Advising clients on data privacy requirements during cross-border mergers, acquisitions, and divestitures;
- Working with third-party software and technology companies to ensure that technical solutions to client data privacy requirements comply with the laws of relevant jurisdictions;
- Serving as external Data Privacy Officers where required; and
- Advising on the balance between disclosure requirements and privacy obligations.

DISABILITY

Ogletree Deakins' Disability Access Practice Group has extensive experience with the multiple challenges presented by Title III of the Americans with Disabilities Act (ADA) and other disability access laws. From defending class actions, to ensuring compliance with federal and state building standards (thereby eliminating the conditions that lead to litigation) to navigating the complicated regulations covering service animals, hotel reservations, ticketing, and Segways, our work is comprehensive. Our clients include businesses and organizations in a wide range of industries – stadiums and arenas, hotels, sports franchises, amusement parks, healthcare providers, national retailers, and local governments. Our practice covers all facets of ADA work from typical compliance and routine ADA matters to litigation related to architectural barriers and complex ADA class actions. There has been a marked increase in new types of claims and areas of compliance, and our attorneys have substantial experience with more novel Title III issues involving website accessibility, pool lifts, point-of-sale devices, reasonable modification of policies, practices, and procedures, and the provision of auxiliary aids and services for blind and deaf customers and guests. Our attorneys also work closely with clients to keep them informed of new legal developments and trends, from rising numbers of Title III class action cases to new and proposed federal and state regulations.

Business-Oriented Compliance Solutions

The Disability Access Practice Group guides clients through compliance challenges. We focus on finding practical, business-oriented solutions for cost-effective compliance. Some of the most common access issues and questions facing clients include:

- How to avoid the most common triggers for architectural barrier litigation;
- Whether a website should be modified to allow access to the blind through screen-reading software, and to the deaf through captioning;
- How to establish a customer loyalty program that is accessible to disabled and non-disabled patrons;
- How to craft policies on issues ranging from Segway-usage and service animals to effective communication with deaf, blind, and mentally-disabled customers; and
- How to oversee national accessibility surveys and remediation plans.

Litigation and Advocacy

As with most litigation, claims of accessibility violation are often presented in ways that allow resolution and remedy prior to the filing of a lawsuit. Our litigation attorneys have a practical understanding of threats made by customers, patrons, guests, or patients, and know how to help clients respond in ways that can often avoid litigation, reduce legal costs, and accommodation retrofitting. However, when disputes turn into lawsuits or go to trial despite previous efforts to resolve them, our national network of attorneys, experienced in successfully litigating the full range of Title III and other disability access legal claims, is available. Often, experts must be obtained to show compliance with laws and regulations, or to dispute claims of violation. We have developed relationships with leading experts in various disciplines who we can call upon when needed. Our recent relevant litigation experience includes:

- Website accessibility litigation brought by blind, visually-impaired, and manually-impaired Internet users;
- Service animal litigation for national retailers and hoteliers;
- Charges of failure to provide "reasonable modifications" by an autistic patron of a national book chain; and
- Multiple class action litigation matters, including:
 - website accessibility litigation for members of the hospitality and amusement park industry;
 - pool lift litigation in the hotel industry;
 - claims of failure to provide "reasonable modifications" to autistic amusement park guests;
 - claims of failure to provide transfer lifts and to remove architectural barriers for health care industry clients;
 - claims of failure to provide "auxiliary aids and services" to blind and visually-impaired amusement park guests;
 - inaccessibility claims regarding point-of-sale and automated teller machines (ATMs);
 - national retailers' architectural barrier litigation;
 - the defense of large cities and other governments in challenges to the accessibility of sidewalks and curbs;
 - defending hotels, stadiums, arenas, retail malls, big retailers, and other large venues in conventional architectural barrier litigation;
 - defending major municipalities and other governmental units from sidewalk and curb litigation; and
 - defending hospitals accused of failing to provide effective communication with hearing-impaired patients during their hospital stays and treatment.

Training

Training is a critical component to ensure that the best policies and practices for disabled customers, patients, and guests are effectively implemented. We have extensive experience providing training for senior managers and the frontline employees who have direct customer and guest contact.

DIVERSITY AND INCLUSION

Diversity and Inclusion (D&I) is front and center in the minds of many employers today due to its impact on workplace cohesion, legal compliance, market brand, business opportunities, and the ability to hire talent.

Companies of all sizes, educational institutions, and public agencies alike are grappling with complex issues involving how to create and manage a successful D&I program, analyze important diversity metrics, and navigate the legal pitfalls surrounding employment law, public policy, and D&I programs.

Our attorneys are ready to assist with the full spectrum of workplace D&I-related issues. The members of **Ogletree Deakins' Diversity and Inclusion Practice Group** have extensive and unique experience assisting employers in the creation, implementation, and management of D&I programs, including

conducting thorough analyses of diversity data and identifying meaningful metrics and benchmarks. Our attorneys have also advised employers on legal and compliance issues regarding D&I as well as defended employers when diversity practices are challenged. We also specialize in advising clients facing crisis situations involving serious and reputation-harming allegations of discrimination and harassment.

The practice group assists employers with the following:

Assessment, Metric Analysis, and Strategy

- Diagnostic assessments of diversity performance, including climate surveys and organizational analyses
- Comprehensive data analysis of employment practices, including hiring, pay, promotions, and discharges
- Formulation of proactive strategies to enhance D&I programs, performance, profile, and employee, vendor, and business relationships

Program Development and Implementation

- Developing and implementing strategic plans with D&I integration
- Building D&I systems and programming, including employee resource groups and supplier-vendor programs
- Drafting related policies, communications, and materials
- Creating processes for gathering feedback and diversity data
- Guiding public relations, governmental, philanthropic, and community engagement

Legal Advice, Counseling, and Risk-Reduction Audits

- Counseling clients on legal issues under federal and state laws related to D&I programs, initiatives, and metrics, including best practices to prevent and defend claims
- Evaluating and assessing D&I programs for legal risks and providing advice on risk-reduction measures
- Assisting with compliance regarding Section 342 of the Dodd-Frank Act and analyzing its interplay with EEO laws, OFCCP regulations, and affirmative action obligations
- Conducting risk-reduction audits that analyze current disputes and controversies, internal complaint processes, and lessons learned from employment claims

Learning, Training, and Leadership Development

D&I cannot be effective without proper learning and training, including leadership training. We offer customized training for your board, managers, and employees regarding key D&I topics. This training can be provided by our experienced attorneys and trainers, or we can create training programs for your organization's internal use. We also offer one-on-one training.

Crisis Mitigation, Management, and Communications

D&I issues have become a matter of company reputation and brand. Our attorneys advise clients facing brand-altering allegations involving discrimination, harassment, and diversity-related issues, and assist companies with crisis prevention, management, and mitigation.

Resources

Ogletree Deakins' Diversity and Inclusion Practice Group draws upon the vast resources present within one of the nation's largest labor and employment-focused law firms. The group brings together experts in D&I program implementation, [affirmative action/OFCCP](#) compliance, and [pay equity](#) to ensure clients

are prepared to address the inherent challenges in building effective and legally compliant initiatives. The group also harnesses the expertise within Ogletree Deakins [Learning Solutions](#) to craft and deliver diversity-oriented training that meets clients' needs.

DRUG TESTING

Navigating the complex and nuanced issues that arise when implementing and enforcing drug and alcohol testing and substance abuse policies is a challenge for many employers. And with the increasing proliferation of prescription drug and medical/recreational marijuana litigation and legislation, workplaces are more affected by drug and alcohol concerns than ever before.

With decades of experience advising and defending public and private employers, as well as drug testing laboratories, the attorneys of Ogletree Deakins' Drug Testing Practice Group draft and revise drug and alcohol testing policies; analyze individual drug and alcohol testing situations; provide counsel on best courses of action; conduct investigations and employee trainings; and defend clients in class and collective actions and single-plaintiff cases.

The depth of our practice allows us to provide the following benefits:

- Access to counsel with on-point, in-state experience who can handle the most complex issues and provide day-to-day legal advice
- Exceptional knowledge of medical and recreational drug laws
- Guidance regarding an employer's ability to require random drug and alcohol tests
- Nationwide bench strength in drug and alcohol testing policy matters and litigation
- Know-how on what qualifies as "reasonable suspicion" sufficient to require a drug or alcohol test
- Experience working with general counsel, human resources representatives, safety/risk management agents, and members of senior leadership teams
- Counsel on post-accident drug and alcohol testing
- Precise evaluation of appropriate types of drug and alcohol testing modalities
- Mastery of pre-employment drug testing regulations
- Clear understanding of the admissibility of drug and alcohol test results, including admissibility in unemployment and workers' compensation matters
- Management of difficult situations involving drug and alcohol test tampering
- Attorneys who monitor pending legislation and legal trends in drug and alcohol testing
- Training and presentations for executive employees
- Preventive counseling about legal risks associated with drug and alcohol testing
- Drug testing legal alerts, newsletters, and webinars
- Attorneys with experience in U.S. Department of Transportation, U.S. Department of Energy, and U.S. Nuclear Regulatory Commission regulations
- In-depth analysis of the implications of the Americans with Disabilities Act on drug and alcohol testing

EDISCOVERY AND RECORDS RETENTION

Ogletree Deakins is dedicated to providing our clients with a full suite of ediscovery services. Many law firms are not able to fully support companies with the increasing demands and pressures they face because of constantly evolving technology and ever-expanding data volumes. This is evidenced by the poor scores clients have given many law firms regarding ediscovery and records retention. Ogletree Deakins recognizes the great importance of eDiscovery and has invested in the technology and the talent to be your full service ediscovery partner.

Our eDiscovery and Records Retention practice group is led by Tom Lidbury, a nationally recognized leader in the field, practitioner, author, professor, expert witness, and special master. The practice group includes eight core attorneys as well as a team of staff attorneys in our Document Review Center, supported by a team of technologists in our Litigation Support group. We provide full-service support across the full spectrum of the ediscovery process.

Our lawyers and technologists have the experience and the technology to support your organization with any and all of your records retention and ediscovery processes. Look to Ogletree Deakins whether you need help with a specific task or case, or you would like to consolidate all of your ediscovery to achieve consistent quality, standardization, and cost reduction across your entire litigation docket.

Data Processing and Review

Discovery is often the most expensive and complex aspect of litigation. Yet it tends to be outsourced ad hoc, often to several law firms with varying approaches, fee structures, and levels of expertise in ediscovery. Ogletree Deakins provides full service ediscovery support, including:

- A SaaS ediscovery platform that is secure, round-the-clock, scalable, and powered by industry-leading Relativity software with predictive coding for one simple and affordable price structure;
- Ability to handle more than 450 file types, including email, business application files, instant messages, chat, Microsoft Sharepoint, audio, video, and drawing/CAD;
- Dedicated review centers staffed with affordable document reviewers;
- A Data Analytics group equipped to handle structured data.

In addition to handling individual cases, Ogletree Deakins can bring centralization and consistency to ediscovery as your national discovery counsel managing all of your organization's ediscovery at a predictable and affordable cost in partnership with your various outside merits counsel.

Our ediscovery lawyers and technologists possess a wealth of experience planning and managing efficient reviews of small and large data, including leveraging:

- Boolean Search—to narrow the data to be reviewed by humans;
- Conceptual Search—to go beyond Boolean search and aid factual investigations;
- Predictive Coding or Technology Assisted Review—to prioritize documents as artificial intelligence learns from the human tagging process, and reduce the amount of data that must be reviewed by humans;
- Conceptual Clustering—to quickly hone in on relevant documents using artificial intelligence, lowering the cost of initial case assessment and document review;
- Email Threading—to group related email together for faster review and consistent tagging;
- Near-Duplicate Identification—to group similar documents together for faster review and consistent tagging .

Our technologists utilize standardized workflows to ensure efficiency and consistent quality, such as:

- Matter Intake and Assessment;
- Evidence Intake and Assessment ;
- Data Processing;
- Cost Estimates;
- Relativity Workspace Assessment;
- Data Quality Assurance;

- Structured Analytics Deployment;



- Search Development and Validation;
- Document Review Data Workflow;
- Native Conversion and Imaging;
- Document Production;
- Workspace Monitoring.
- Workspace Closure

We also customize protocols to address unique needs of specific clients.

Data Collection

Organizations need a defensible process for collecting data for discovery. Many organizations have limited software and personnel to handle data collections. Ogletree Deakins can handle data collection using a SaaS solution or boots on the ground to perform small and large data collections or to assist internal resources with challenging aspects of collections.

Legal Hold Management

Organizations do not need some mythically perfect form of legal hold *notice*; they need a well-managed legal hold *program* for preserving evidence that is implemented consistently, efficiently, and defensibly. Legal holds need to be scoped, issued, tracked, and released across the organization and across all matters. Also, enterprise databases need to be architected to enable granular legal holds that do not necessarily require holding all data in the database. Ogletree Deakins' ediscovery practice group can assist you with all aspects of managing your legal hold processes, including offering a SaaS solution for legal hold management.

Discovery Cooperation and Disputes

Often there is a need to meet and confer on ediscovery issues and disputes, i.e., to have an ediscovery liaison to respond to written discovery on discovery, to prepare and defend 30(b)(6) or personal deponents on ediscovery, to provide expert reports or testimony on ediscovery, and to brief and argue disputes. Tom Lidbury and his team bring a steady hand to meeting and conferring, cooperating and negotiating where feasible, litigating when necessary, and testifying as a fact or expert witness.

Whether you seek ediscovery support on an individual case, or national ediscovery counsel across your entire litigation docket, Ogletree Deakins is fully capable of providing both the technology and the talent that you need to effectively and efficiently manage your ediscovery needs.

EMPLOYEE BENEFITS AND EXECUTIVE COMPENSATION

The Employee Benefits and Executive Compensation Practice Group at Ogletree Deakins is one of the largest in the U.S., with more than 50 lawyers located in offices throughout our U.S. footprint. Our attorneys have a unique ability to relate technical experience to the client's "big picture" issues and provide practical advice that allows an employer's benefits strategy to work in harmony with the employer's overall personnel, financial, and business objectives.

Employee Benefits

We advise employers of all sizes on a full array of retirement plan and welfare plan matters, including:

- Design and implementation of retirement and welfare plans, including tax-qualified retirement plans (both defined benefit and defined contribution plans), welfare and fringe benefit programs, cafeteria plans, and early retirement and severance programs;

- Reporting and disclosure obligations of the IRS, DOL, and PBGC;

- Welfare plan compliance, specifically HIPAA, federal, and state healthcare continuation (COBRA), and the Patient Protection and Affordable Care Act;
- Fiduciary compliance matters relating to plan administration;
- Audits and civil investigations conducted by the IRS, DOL, PBGC, and DOJ;
- IRS submissions for tax-qualified plans and assisting with obtaining exemptions from various regulatory requirements and rulings on disputed issues; and
- Annual enrollment activities.

Executive Compensation

We advise public company clients on a wide range of executive compensation issues and related corporate disclosure and governance matters, including:

- Design and implementation of executive compensation arrangements, including short and long-term incentive arrangements (cash and equity based); deferred compensation arrangements; supplemental executive retirement plans (including related insurance arrangements); change of control protections; employment, consulting, and termination arrangements; and restrictive covenant agreements;
- Tax and regulatory compliance matters, including federal and state withholding taxes; IRC Section 409A; IRC Section 162(m); IRC Section 280G; Sarbanes-Oxley; and Dodd-Frank;
- Guidance on corporate governance and fiduciary matters, including developing governance policies and internal controls; preparing governing documents for Boards and committees; and advising on developing “best practices”;
- Advising on the design and implementation of non-employee director compensation arrangements;
- Development and preparation of executive compensation and benefits-related disclosures in public filings, including proxy statements; annual and quarterly reports; and other periodic filings;
- Advising on developing compensation governance standards and assisting with shareholder outreach initiatives and interactions with shareholder advisory groups; and
- Cross border compensation matters involving global incentive compensation arrangements, including compliance aspects under U.S. tax and employment laws; employment, consulting, and severance arrangements; and global mobility matters.

Investment Committee and Other Fiduciary Matters

We work very closely with clients in the critical area of ERISA fiduciary compliance. Our involvement ranges from strategic design and implementation of fiduciary structures and procedures (such as those pertaining to the governance and conduct of claims review and investment committees), to the day-to-day issues involving the review of benefit claims and appeals, updating of investment policies, monitoring of investments, as well as other fiduciary decision-making and decision implementation. We are particularly sensitive to fiduciary delegation techniques and issues with outside parties, and the ability and/or need to negotiate and document the delegation aspects with outside vendors. We also review service agreements with fiduciaries and participant-related disclosure items.

Corporate Transactions Advice

We regularly provide advice and assistance in connection with the compensation and benefits aspects of corporate transactions, including reorganizations; domestic and international mergers and acquisitions; new ventures; management participation in buy outs; and financings. We assist clients with many transaction-related compensation and benefits arrangements, such as the planning and implementation of early retirement and severance programs, and the negotiation and drafting of executive employment, consulting, and phased retirement arrangements. We also routinely deal with

compensation and benefit integration issues and the business challenges associated with business combinations and integrations.

EMPLOYMENT LAW

Ogletree Deakins regularly counsels clients on specific acute issues, as well as preventive workplace strategies and best practices. Our deep bench of employment lawyers includes former in-house counsel and enforcement agency lawyers who offer invaluable perspective and experience.

We advise clients on the day-to-day challenges of managing your workforce, including:

- Assessing whether an employee has a condition that constitutes a disability under state or federal law, and if so, counseling on the interactive process of assessing requests for accommodation;
- Designing policies and practices that permit clients to monitor and manage the workplace, identify and support the most able employees, and anticipate and mitigate problems;
- Identifying employee conduct that constitutes protected activity and managing that employee on a go-forward basis;
- Assisting in the performance management of historically poor performers to either make them successful or exit them from the company with minimal risk, including drafting separation agreements for those situations;
- Addressing employee complaints of harassment, discrimination, and retaliation, including conducting and documenting internal investigations;
- Manager and supervisor training; and
- Handbook and policy review.

EMPLOYMENT LITIGATION

Ogletree Deakins handles all aspects of workplace dispute litigation, including litigation arising under federal discrimination statutes, such as Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, the Age Discrimination in Employment Act, the Americans with Disabilities Act, the Family and Medical Leave Act, the Employee Retirement Income Security Act, the Fair Labor Standards Act, and others. Our employment litigation practice includes representation of employers in single-plaintiff litigation, and in complex and class litigation involving many plaintiffs or putative class members.

Our attorneys also have experience with a multitude of state law claims, including claims arising under state law anti-discrimination statutes, employment-related tort claims, and matters involving restrictive covenants and protection of trade secrets.

We encourage our attorneys to be resourceful advocates and to not take a “cookie cutter” approach to litigation. We evaluate every matter early and throughout the course of the litigation, keeping our in-house colleagues and appropriate managers involved and advised. Our approach to litigation is to leverage the local experience and resources of our offices. Not only does this maximize efficiencies, it allows us to easily staff matters and teams with attorneys who possess the right knowledge and experience. We believe, and our track record demonstrates, that, the client’s interests are well-served by staffing cases with attorneys embedded in the local jurisdiction with in-depth knowledge of and experience with local laws, court rules, judges, and opposing counsel.

ERISA LITIGATION

Ogletree Deakins’ ERISA Litigation Practice Group is composed of seasoned litigators who have extensive experience defending complicated employee benefits litigation, including class action and single-plaintiff lawsuits in courts throughout the U.S. These matters involve pension, retiree, life, health, disability, severance, and other employee benefits. Our litigators have vast experience in state and federal courts at the trial and appellate levels. We communicate directly and effectively with in-house

counsel, claims administrators, HR and employee benefits personnel, and other professionals to quickly recognize and marshal the law and essential facts to a benefits litigation defense. Our ERISA litigation attorneys have years of cumulative ERISA litigation experience in insured and non-insured matters in cases throughout the U.S. Given our nationwide experience in this area, we are very familiar with the key plaintiff's attorneys who represent claimants in litigation. We believe this experience increases our client's ability to meet their goals in a particular litigation. In the last five years, our litigators have handled more than 1,800 ERISA matters, including employee benefits claim litigation and class actions.

We regularly provide consultation to other law firms, including advice, litigation assistance, drafting briefs and legal memoranda, and other services. We emphasize efficiency, and always strive to manage costs while achieving the best results. Our practice is backed by over 30 ERISA compliance attorneys in offices throughout the U.S. Ogletree Deakins ERISA litigation attorneys have years of cumulative ERISA litigation experience in insured and non-insured matters in cases pending in courts throughout the U.S.

In addition, our attorneys have authored books and numerous articles and are frequent speakers at national seminars on employee benefits litigation topics. One of our ERISA Litigation Practice Group attorneys has been appointed by the U.S. Secretary of Labor to serve on the ERISA Advisory Council (a group of 15 benefits professionals representing various constituencies who advise the U.S. Department of Labor on matters related to the regulation of employee benefits programs). A member of our ERISA Litigation Practice Group has also been inducted as a fellow in the American College of Employee Benefits Counsel.

Our Services

Our attorneys bring their litigation experience and vast knowledge of employee benefits issues to the employers we represent. The following are just a few of the professional experiences and accomplishments upon which our ERISA Litigation Practice Group attorneys will draw to offer first-rate counsel to our clients:

- Served as lead or consulting counsel in dozens of cases that have forged ERISA law, including representation of amici before the Supreme Court of the United States in a number of high-profile cases.
- Advised insurers on matters related to plan and policy drafting, claim procedures, and other legal and regulatory issues.
- Provided advice regarding the drafting of policy and claim administration documents.
- Acted as consultants on behalf of insurance clients, working with other panel counsel on complicated ERISA issues.
- Provided claim procedure training services that are tailored to their clients' needs.
- Represented clients in appellate matters spanning a wide range of legal issues.

ETHICS COMPLIANCE, INVESTIGATIONS, AND WHISTLEBLOWER RESPONSE

The stakes have never been higher for employers to “get it right”—not only to comply with the law, but also to meet the demands of the court of public opinion. This latter high bar applies both to how employers respond to concerns once expressed and to how they anticipate or address concerns that may not have been raised. In each scenario, employers' ethics compliance, investigations, and whistleblower response assets make the difference in how key stakeholders—judges, juries, and a watchful public—judge them. Our experienced lawyers are prepared to help our clients meet these challenges.

The rapid expansion of legislation and regulation related to employee anti-retaliation protections, especially for whistleblowing activities across a number of issues and industries, requires that clients are current with best practices on their ethics compliance programs and that they are able to access immediately lawyers with specific and sophisticated knowledge and experience in counseling, investigating, and litigating under these laws.

Ogletree Deakins' Ethics Compliance, Investigations, and Whistleblower Response Practice Group delivers to our clients deep and broad experience designing and implementing robust, effective compliance and ethics programs, conducting sensitive and high-stakes investigations, and handling other matters arising under the full range of federal and state laws, including the following:

- False Claims Act
- Financial
 - Sarbanes–Oxley Act
 - Dodd–Frank Wall Street Reform and Consumer Protection Act
 - Consumer Financial Protection Safety and Soundness Improvement Act
- Transportation
 - Wendell H. Ford Aviation and Investment Reform Act
- Safety
 - Occupational Safety and Health Act
 - Mine Safety and Health Act
 - Energy Reorganization Act
 - Pipeline Safety Improvement Act
- Environmental
 - Clean Air Act
 - Federal Water Pollution Control Act
 - Toxic Substances Control Act
 - Solid Waste Disposal Act

We assist clients in every aspect of addressing these pressing and consequential priorities:

- Training
- Audits
- Procedure design and review
- Internal investigations
- Litigation and appeals
- Counseling
- Policy design and review
- Document retention design and review
- Agency representation

Of course, our lawyers are mindful that every whistleblower complaint carries the risk of a subsequent retaliation claim. Accordingly, we assist our clients in developing best practices for managing that risk successfully and assisting with the implementation of those practices in real time.

Effective Handling of Sensitive Matters

We work directly with clients, corporate compliance counsel, and appropriate subject matter experts to ensure compliance, thorough and responsible investigations, and vigorous and effective defense of whistleblower claims. We resolve highly sensitive situations involving key executives and assist clients in managing comprehensive workplace crises. These matters **are often critical to clients' business operations**. Our excellent working relationships and track record of credibility with investigative and **enforcement agencies often work to our clients' benefit in these sensitive and high-profile situations**.

GOVERNMENTAL AFFAIRS

Ogletree Governmental Affairs, Inc. (OGA), a subsidiary of Ogletree Deakins, is a legislative and regulatory affairs consulting firm, dedicated to helping clients solve their problems with the public sector. For nearly 30 years, OGA has combined the skills and experience of government relations professionals with the talent of the firm's lawyers to provide solutions to regulatory issues outside the courtroom.

OGA's professionals in Washington, D.C. offer knowledge, experience, and bipartisan access to key decision makers, which are the core components of a successful government relations practice. OGA's services are integrated throughout the firm. As part of an international, full-service labor and employment law firm, OGA professionals are able to draw upon the experience of members of other Ogletree Deakins' practice groups that may have substantive, day-to-day experience with the issues that are central to a client's problems. OGA has excellent, long-standing contacts and relationships with all of the federal labor and employment agencies in Washington, D.C.

OGA's team-based approach also incorporates access to an entire range of related service providers, where necessary to address a client's problems. These include public relations and media specialists, grassroots consultants, think tank and academic support groups, collaboration with trade and professional associations, and legal assistance in court and administrative tribunals from trade association brief-writing centers who file *amicus curiae* ("Friend of the Court") briefs in support of the client's legal positions.

OGA's services include:

- Monitoring, analyzing, and reporting on evolving federal and state legislation, regulations, and enforcement policies;
- Producing timely electronic alerts, webinars, conference calls, and newsletters on fast-breaking legislative, regulatory, and political developments;
- Representing clients through direct advocacy of client interests before Congress and federal agencies;
- Preparing and filing written comments for clients in rulemaking before federal agencies and written communications with Congress;
- Arranging client meetings with key decision makers in Congress and federal agencies;
- Representing clients in legislative and regulatory coalitions of business interests; and
- Advancing client litigation interests through business brief-writing organizations.

Why OGA?

Pending legislative and regulatory policies can threaten a client's individual business success and broader industry interests. Legal actions and government regulatory enforcement can pose a serious and costly risk to clients' business operations. At the same time, public policies and regulatory issues can pose opportunities for clients. Through a strong Washington, D.C. presence and a strategic, team-based approach, OGA helps to protect our clients' interests and serve their needs in the area of workplace law.

OGA's clients include large and small businesses, trade and professional associations, state and local government organizations, and coalitions of private as well as public sector interests. OGA has particular experience in representing business interests in the areas of labor and employment, occupational, environmental and product safety laws and regulations, and small business issues.

IMMIGRATION

With more than 250 team members, Ogletree Deakins has one of the largest business immigration practices in the U.S. We provide a wide range of legal services for employers seeking temporary business visas and permanent residence on behalf of foreign national employees. Our immigration practice group consists of experienced and dedicated immigration lawyers who identify and manage both routine and complex immigration matters with reliability and efficiency. We work with domestic and international corporations and large and small businesses to develop targeted strategies that facilitate the international transfer of skilled employees. We assist clients in securing temporary business visas as well as permanent residence status for foreign national executives and managers, researchers, and other specialized technical employees. Our lawyers also proactively assist clients in planning for the immigration impact of mergers and acquisitions and provide expert guidance regarding I-9 compliance and anti-discrimination provisions.

Ogletree Deakins also offers multi-national businesses a global framework for professional service delivery through our Emigra Ogletree Worldwide (EOW) group, including worldwide immigration strategy, visa preparation, and case communication. Through EOW, we provide clients with a single-source for all their worldwide immigration needs. Designed to meet the increasingly global demands of businesses, EOW provides client-focused service to companies in more than 100 countries.

VisaTrax®

A popular benefit we offer clients is our proprietary internet application, *VisaTrax* (www.visatrax.com) – a simple, comprehensive, and collaborative internet-based immigration management tool that reduces the current immigration process to a single point of data entry. *VisaTrax* provides clients with 24/7 access to case information in a real-time environment with multi-tiered security controls that allow our clients to grant global, group-level, or individual access to employee data. Clients may initiate new cases, check on the status of current cases, and allow their individual employees to monitor progress throughout the life cycle of the case.

INTERNATIONAL

Often, a company's employment issues are not isolated to one state, country, or region of the world. Our international practice group helps clients with matters worldwide—whether involving a single non-U.S. jurisdiction or dozens. Our experienced employment attorneys based in the U.S., Canada, Mexico, and Europe, facilitate our clients' business growth by helping to harmonize global employment, HR, compensation, and data-protection needs in a cost-effective, solution-focused manner, and implementing strategic changes affecting the international workforce within and across borders.

We understand the challenges clients face managing competing business priorities, cultural issues, corporate initiatives, and risk in a global economy. Our services are structured to promote clients' business models, helping them navigate the various, often-conflicting considerations that impact international staffing such as tax, immigration, and corporate regulation. We will never overstaff a discussion or make clients do the legwork to conduct (or make sense of) multijurisdictional research. We are available in our clients' time zones and on their terms—regardless of where they are in the world.

Global Employment Solutions

We offer strategic solutions to key challenges arising out of managing a global workforce, and we assist growing businesses involved in international expansions and transactions for the first time. We assist our multinational clients with the full range of employment services designed to help drive consistent management practices worldwide. These include global codes of business ethics, employment handbooks, and their components, including:

- Codes of conduct;
- Anti-harassment, anti-bullying, and anti-discrimination policies;
- Finance and sales policies;
- Complaint reporting and investigation procedures compliant with the Sarbanes–Oxley Act, data privacy requirements throughout the world, international labor directives and conventions, and local laws worldwide;
- Worldwide reductions-in-force and restructurings;
- Global compensation plans, including sales incentives, commissions, and bonus plans;
- Benefits plans, such as severance policies;
- Worldwide management training in ethics policy compliance, Foreign Corrupt Practices Act compliance, bullying, “moral harassment,” discrimination or sexual harassment, and investigation requirements; and
- Contingent workforce management and staffing options during market exploration.

Mergers and Acquisitions

We understand the interplay between global corporate transactions and domestic labor and employment protections imposed by statute, case law, and contract. We facilitate cross-border transactions by:

- Analyzing Transfers of Undertakings principles and quantifying the resulting transaction costs;
- Advising on effective approaches to managing contractual rights and benefits in foreign employment agreements; and
- Assisting with benefits and compensation migration, training, and integration.

Managing International Employment Issues and Disputes

Our multinational clients face a number of challenges managing employees. We help clients establish initial employment relations overseas with appropriate worker classifications and strategic risk-management advice. We assist in integrating local requirements and market practices related to employment contracts with our clients’ workforce practices and company culture, and we enable clients to achieve business objectives when experiencing diverging viewpoints within the business. We also conduct works council and trade union negotiations and manage local litigation to ensure clients receive top-quality representation and passionate advocacy no matter where the proceeding is initiated.

Harmonizing Operations

Both parent company headquarters and subsidiaries in other countries face challenges in administering global and local workforce. Different markets may involve specific initiatives, conventions, labor entitlements, and benefits programs unfamiliar to the others. We help employers bridge these gaps, quantify the impact of various initiatives on local risk and cost models, and avoid unintended liability. In addition, our diverse, multilingual team is expert in the nuances of local and regional laws and cultures worldwide, uniquely positioning us to advise a parent or subsidiary about employment law compliance in their affiliate’s location.

Facilitating a Mobile Workforce

As a cross-functional team of attorneys with experience in tax, immigration, benefits, and employment laws, we assist clients with all aspects of moving employees among operations. From expat packages to short-term relocations, from contingent worker service agreements to establishing foreign subsidiaries, we manage these arrangements with employees in a manner that protects clients’ interests and achieves their business objectives.

LEAVES OF ABSENCE/REASONABLE ACCOMMODATION

Managing leaves and reasonably accommodating employees can be complex, frustrating, and expose employers to legal peril. Employers must navigate a complex array of state and federal statutes, with seemingly contradictory mandates. Supervisors complain that leaves and reasonable accommodation negatively affect operations. Courts and juries constantly second-guess if employers could have done just a little more. The threat of retaliation claims constantly looms.

Attorneys in our Leaves of Absence Practice Group have extensive experience in all of these areas. We focus on finding practical solutions that minimize both legal risks and impact on operations. We provide compliance solutions, offer supervisor training, and litigate these issues in state and federal court. We also keep clients constantly informed of the latest legal developments on leaves of absence and reasonable accommodations.

Counseling and Compliance

We regularly provide the following counseling and compliance services to our clients:

- Draft and review comprehensive leaves of absence, interactive process, and disability accommodation policies and best practices checklists;
- Draft and review family medical leave, interactive process, and reasonable accommodation template forms and letters;
- Advise on individual employee leaves of absence and reasonable accommodation issues, including when a reasonable accommodation becomes an undue hardship;
- Assist employers with return to work issues; and
- Help employers navigate through their state workers' compensation systems, the Americans with Disabilities Act (ADA), and various local, state, and federal family medical leave laws.

State-Specific Services

We offer state-specific services for those employers that operate in states with their own leave and disability accommodation laws. For example, we advise on California's unique set of leave laws, including the California Family Rights Act, Pregnancy Disability Leave, Fair Employment and Housing Act, Healthy Workplaces, Healthy Families Act of 2014, and other leave laws. We also do the same in other states with distinct leave laws, such as the District of Columbia, Massachusetts, and New Jersey.

Litigation

Leaves of absence, reasonable accommodations, the interactive process, disability discrimination, and related retaliation are a fast-growing area of litigation. We represent employers before local, state, and federal agencies and courts in these claims. As part of our case assessment and strategy, we provide early exposure analysis so that employers know the risks they face.

Training

Our training and education programs are fast-paced, interactive, and substantive. We will work with you to present leaves of absence and disability accommodation training to your managers and HR personnel, highlighting issues in which you want to focus. Our programs include state and federal "Leaves of Absence Basics and Advanced," "The Dizzying Array of Paid Sick Leave Laws: How to Draft Compliant Policies," "The Interactive Process," "Workplace Reasonable Accommodation," and "FMLA, ADA, and Workers' Compensation."

Up-to-Date Notice of New Developments

Federal, state, and local jurisdictions are continuing to pass new leaves of absence and accommodation laws and implement new regulations expanding employee rights, such as recent paid sick leave initiatives. Judges also interpret family medical leave and disability accommodation laws in novel ways in their opinions. As changes occur, we keep clients informed of these new laws, regulations, and court decisions through our local, state and federal articles, blogs, webinars, and other programs.

MERGERS AND ACQUISITIONS

Ogletree Deakins understands that corporate acquisitions and restructurings can be complex and challenging. Clients need a business partner that can help them structure the labor and employment aspects of a transaction in a way that will provide transparent information on the costs of compliance with applicable laws and regulations at every stage of the deal. Our attorneys have assisted clients of all sizes across a wide range of industries, including private equity, technology, manufacturing, retail, hospitality, financial services, and more.

Our capabilities extend far beyond U.S. borders. In today's global economy, many corporate transactions involve employees in more than one jurisdiction. Members of our International Practice Group have years of experience helping companies in all aspects of their global transactions. Our attorneys provide a unique integrated service that recognizes the material issues and business drivers of a transaction, as well as the practical considerations in getting a deal done while complying with the nuances of local laws. Our team is led by former in-house lawyers with extensive experience in corporate development who not only understand the employment law issues in divestitures, asset purchases, stock transactions, and mergers but who also have multidisciplinary experience that adds strategic value to the entire transaction.

Because our approach is different, we often handle the employment law aspects of transactions in partnership with general practice firms. As employment law practitioners, we understand the sensitive issues that arise during a transaction, and we advise our clients in a manner conducive to building rapport between the parties to a transaction. When the deal is over, the buyer and its new employees must begin a productive relationship, and we understand that the way a transaction is negotiated by outside counsel must not undermine our clients' ability to move forward. Our advice is tailored to each client's situation, providing a strategic approach to accomplishing the client's business objectives while also aiming to avoid potential business disruptions and promote a smooth transition.

Our Services

Our multidisciplinary teams and U.S. and international offices regularly counsel businesses around the world with respect to:

Typical labor and employment issues arising during mergers and acquisitions, including:

- Identifying the actual costs of successor employment relationships arising from contracts, collective bargaining agreements, and local laws, as well as advising on a strategic approach to new employment terms for onboarding employees
- Integrating existing employee benefits plans, analyzing the impact of benefits continuation issues if plans are extinguished, and advising on how to avoid triggering unplanned obligations
- Reviewing a target company's existing employment agreements, change of control provisions, and acceleration of vesting of equity or profit interests, as well as advising on how to structure the transaction or negotiate deal terms in a manner that minimizes impact
- Evaluating bankruptcy issues and their impact on the rights and liabilities of employees, the target company, and the purchaser

- Assessing the possibility of upstream liability under the Worker Adjustment and Retraining Notification (WARN) Act
- Considering reduction-in-force, disparate impact, and disparate treatment/discrimination issues
- **Analyzing the purchaser's ability to enforce existing non-compete and intellectual property agreements signed by the target company's employees**
- Gauging successor issues based on potential employment law claims or violations (e.g., harassment claims and wage and hour issues) about which the purchaser is aware or which were discovered during due diligence.
- Reviewing the **target company's existing employment policies, practices, compensation systems**, compliance with health and safety standards, and employee benefits plans to assess whether they create actual or potential liability
- Assessing immigration issues, including work authorization and status of employees that are subject to an acquisition or merger
- Determining employee rights under laws relating to the transfers of businesses and practical solutions to addressing conflicting business interests, including analyzing Transfer of Undertakings (Protection of Employment) Regulations (TUPE) obligations and other aspects of employment rights under local country laws
- **Reviewing the seller entity's compliance with global labor and employment laws applicable to the purchaser**, including Foreign Corrupt Practices Act diligence, global wage and hour and workplace safety laws, privacy obligations, and discrimination and harassment laws
- Analyzing employee rights under existing global employment contracts and policies to determine whether, and to what degree, a transaction will trigger potential undisclosed costs
- Correcting global misclassified agency and contingent worker relationships for workers affected by the transaction
- Addressing the impact of a transaction on corporate officers and similar positions at a parent and any subsidiary companies throughout the group organization
- **Assessing the impact of the parties' failure to comply with global labor and employment obligations** on the overall transaction price, as well as providing strategic solutions to resolve these issues

The terms of the deal, including:

- **Representations and warranties specifically related to the purchaser's obligations regarding onboarding employees, key employees, and allocating employment-related liabilities**
- Indemnity provisions
- Escrow considerations
- Representation and warranty insurance protection

Post-close considerations, including:

- Assisting with the post-close integration process, including ameliorating potentially problematic areas and building positive relationships with new employees to promote transparency, build trust, and enhance productivity
- Creating new employment agreements (including non-compete provisions) and equity incentive or profit sharing plans
- Analyzing the newly-acquired company's **termination** practices and determining actual severance liabilities in an efficient and manageable way
- Adopting, modifying, or creating new benefit plans, including assessing whether the newly-acquired **company's compensation and benefits practices are in line with market practice**
- Implementing new policies and procedures

- Assimilating and integrating the newly acquired business to promote a smooth transition



PAY EQUITY

As the momentum of legislation, regulation, and corporate initiatives focused on identifying and correcting pay disparities continues to grow, our attorneys are ready to assist with the full spectrum of pay equity-related issues. The members of Ogletree Deakins' Pay Equity Practice Group have extensive experience navigating the pay equity arena, from advising clients on compensation policies and procedures to conducting pay audits. Our attorneys are also experienced in defending employers in various state and federal forums, including class action litigation. The practice group keeps clients in the know and up to date on the latest developments in this quickly evolving area through timely webinars, publications, and other programs.

Advice, Counseling, and Audits

Pay Equity Practice Group members regularly provide the following counseling and compliance services to our clients:

- Counseling clients on proactive measures and best practices to prevent and defend pay discrimination claims;
- Conducting privileged pay equity audits;
- Evaluating and drafting defensible compensation policies and procedures;
- Performing statistical analyses by partnering with experienced labor economists and statisticians;
- Advising on employment policies and practices that may impact pay, including hiring practices, job descriptions and structure, and performance reviews; and
- Advising on the ever-increasing number of state-specific laws related to pay equity.

State-Specific Services

As the proliferation of state legislation on pay equity continues, our practice group attorneys across the country are poised to offer state-specific services for employers that operate in states with their own pay equity laws. For example, we help employers navigate and comply with California's expansive Fair Pay Act, and we do the same in the increasing number of states with pay equity laws.

Litigation Defense

Pay equity litigation is a fast-growing area due to the numerous regulatory and legislative initiatives popping up across the country making it easier for employees and government agencies to bring pay discrimination claims. Should an employer find itself faced with litigation, our attorneys have extensive experience representing employers before local, state, and federal agencies and courts.

Our attorneys frequently defend clients in connection with EEOC and state agency charges alleging pay discrimination, defend clients in individual and class/collective actions alleging pay discrimination, and assist federal contractors and subcontractors in connection with audits conducted by the Office of Federal Contract Compliance Programs.

Up-to-date Notice of New Developments

The pay equity landscape is constantly changing as federal and state jurisdictions pass new laws and implement new regulations related to pay discrimination. We will keep you informed of new laws, regulations, and court decisions through our timely publications, webinars, and other programs.

RIF / WARN

Ogletree Deakins' RIF/WARN Practice Group has extensive experience working with businesses in almost every industry facing RIF, mass layoffs, or plant closings. Our attorneys design RIF policies and RIF selection documents to help employers of all sizes defend against discrimination claims and train decision-makers on the right way to choose employees for the RIF. We have advised numerous clients on the complex and sometimes ambiguous requirements of the WARN Act and the Older Workers Benefit Protection Act (OWBPA). In addition, our attorneys are well-versed in the intricacies of ERISA and the federal tax code and how they affect RIFs, mass layoffs, or plant closings, and how employers can design voluntary and involuntary severance plans to meet these requirements.

In particular, our services include:

- Development of strategies for initial planning of RIFs and implementation of RIF materials, including development and application of appropriate eligibility and selection criteria for RIF decision-making and OWBPA compliance, and designing training materials for decision-makers;
- Assessment of WARN Act triggering and coverage events (for both federal WARN and state "mini-WARN" Acts), including employer coverage, number of employees affected, identifying part-time employees for purposes of making coverage decisions, understanding the legal requirements covering temporary employees who may be working at impacted sites, and defining the single "site of employment" that serves as the basis for analyzing whether the WARN Act is triggered;
- Determination and assessment of WARN "look-back" and "look-forward" periods and events;
- Preparation of WARN-compliant notices to affected employees and to government officials;
- Design, preparation, and evaluation of statistical adverse impact analyses and recommendations for addressing potential disparate impact situations. This is done within the attorney-client privilege, which allows for a full and frank discussion of the legal risks associated with a RIF;
- Preparation of OWBPA-compliant disclosure materials, including addressing changes in employee status before and after RIF decisions are made, and addressing inclusion of foreign workers (and related immigration issues) in RIFs;
- Preparation of multiple-termination severance and separation agreements that meet federal and state standards for obtaining valid releases; and
- Preparation of ERISA-compliant voluntary and involuntary severance plans.

TRADITIONAL LABOR RELATIONS

With nearly 200 lawyers, our Traditional Labor Law Practice Group represents employers of all sizes across many industries in labor matters such as collective bargaining, union campaigns, and unfair labor practice (ULP) proceedings before the National Labor Relations Board (NLRB).

We routinely provide labor counsel related to:

- Emerging joint employer issues;
- Labor contract negotiations;
- Manager and supervisor training;
- Union grievances and disputes with unions and their members;
- General National Labor Relations Act (NLRA) compliance advice and guidance;
- Handbook and policy review;
- Protected concerted activity guidance;
- Strategic advice on bargaining units, subcontracting, subrogation, and other labor issues; and
- Due diligence, acquisition strategy, and successor obligations.

Ogletree Deakins will assist the District in developing a strategy to prepare for anticipated labor changes and in handling the day-to-day legal challenges of managing its workforce.

Positive Employee Relations Strategies

Ogletree Deakins is a pioneer in developing strategies and practices that create positive employee relations. Through these legal, thoughtful approaches, enlightened employers work to develop a trust relationship with employees that minimizes the risk of unionization. From vulnerability assessments, to issue identification and resolution systems, to program development and related management training, we work closely with clients to achieve positive employee relations.

Union Campaigns

When it comes to union organizing, we believe our success rate is unmatched by any law firm or consulting competitor. Since its inception in 1977, Ogletree Deakins has represented clients confronted with every form of union organizing activity, including union card signing activity, traditional union campaigns involving NLRB elections, campaigns involving various levels of neutrality, multi-site and global attacks, and corporate campaigns. The diversity of clients and unions trying to organize their employees has familiarized us with the broad spectrum of union organizing tactics. Our cumulative experiences enable us to provide effective legal counseling and position our clients to achieve successful outcomes.

Organizing Support

When organizing occurs, Ogletree Deakins has a deep bench of traditional labor lawyers who can be on-site within hours to assist on multiple levels. We help employers before and, where possible, during campaigns with the following:

- Conducting industry/geographic assessment of union activity;
- Engaging in headcount analysis;
- Assisting in drafting of literature for distribution to employees by reviewing its legal sufficiency;
- Evaluating and coordinating the legal issues affecting the vote;
- Engaging in bargaining unit analysis to determine potential and most advantageous bargaining units;
- Identifying potential 2(11) supervisors and other bargaining unit issues (e.g., full time/part time; temporary employees; agency employees; professional and confidential employees; office clerical/plant clerical, seasonal, etc.);
- Reviewing policies, procedures, guidelines, etc. for NLRA and other statutory compliance;
- Identifying and training a campaign leadership team;
- Complying with technical legal and time requirements of the NLRB's new election rules;
- Conducting compliance training for executives, members of management and front line supervisors (TIPS/FOE, Solicitation/Distribution, "Union Talk," Access Issues, Warning Signs, Issue Spotting, Persuasive Communication, etc.);
- Identifying and training a rapid response team;
- Training key campaign communicators;
- Developing resource guides for supervisors;
- Providing national union profiles developed and maintained by our firm as well as local-specific information (e.g., bylaws, financial reports, ULPs filed by members, job losses, etc.);
- Managing legal and procedural issues with the local NLRB; and
- Negotiating favorable stipulated election agreements.

NLRB Proceedings and Unfair Labor Practice Charges

The NLRB has become increasingly aggressive in prosecuting employers for alleged unfair labor practices, even in situations where the charge is filed by individual employees who work in a non-unionized workforce. Ogletree Deakins' labor lawyers have extensive experience and personal knowledge of the individuals who generally decide whether the ULP charges have merit, from field investigators to the NLRB's regional attorneys and regional directors. Our attorneys have successfully represented clients in every NLRB Region and leverage this experience to achieve the best possible result that we can. Despite the NLRB's recent emphasis on non-unionized workforces, many ULP charges continue to arise in the more traditional scenarios, such as during organizing campaigns, when they are used as leverage by unions for organizational purposes. Our attorneys also routinely handle ULP charges arising out of claims of unlawful or discriminatory discipline, allegedly unlawful policies, unilateral changes, exercise of management prerogatives, successorship, and union information requests.

Since 2013, our labor attorneys have handled nearly 2,500 ULP matters, many of them involving multiple charges, for more than 775 employers. Those charges arose in both represented and non-represented environments. We have considerable experience in niche areas such as opposing NLRB attempts to obtain 10(j) injunctive relief in federal courts, union salting attempts, and defending against NLRB efforts to obtain *Gissel* bargaining orders. We are not afraid of taking cases to hearings before the NLRB and litigating them through the federal appellate court process, when necessary.

Grievance and Labor Arbitrations

Ogletree Deakins routinely handles labor arbitrations for clients with unionized workforces. Since January 2013, our attorneys have handled more than 2,650 labor arbitration matters for nearly 500 different clients.

Because arbitrator selection is often critical to a successful outcome, we emphasize knowledge management and maintain a detailed database of hundreds of labor arbitrators across the U.S. accessible to all of our labor attorneys, as well as arbitrators who handle other employment matters. Our arbitrator database now contains almost 4,500 Ogletree Deakins reviews of more than 1,600 different arbitrators—information that proves extremely valuable for our clients.

Although many grievances can be resolved internally, involving our experienced attorneys early in the process can help promote resolution where appropriate and can better position the matter should arbitration become necessary. If arbitration is demanded, an initial call with key players allows us to identify the scope of documentation needed and witnesses to interview. Depending on location, preliminary witness interviews can be conducted by phone well in advance of the hearing to determine strengths and weaknesses of the case and recommended strategy. Final preparation is usually conducted on-site the day before the hearing so individuals are freshly prepared for the hearing.

Collective Bargaining

We regularly advise clients at the table and behind the scenes on collective bargaining and strike preparation issues. Ogletree Deakins' attorneys have also represented clients with bargaining units of all sizes, and with all major unions, in countless collective bargaining negotiations. Specifically, since January 2013, the firm has handled nearly 1,000 collective bargaining matters throughout the U.S. In addition, our attorneys have handled collective bargaining in the Caribbean, Latin America, Germany, and the United Kingdom, and have managed labor matters in Europe and Canada. Our attorneys are experienced counselors on all matters that relate to collective bargaining, including wage rates and structures; health insurance, retirement plans and other benefits issues; productivity, performance, attendance, discipline, and other accountability measures; transfer of work, facility closure, subcontracting, and other management rights; and promotion, transfer, and layoff and recall rights, including ensuring management authority to fill positions based on skills and qualifications.

TRAINING

Ogletree Deakins offers many types of training for employers. Our attorneys often provide customized training for HR officials, managers, and business executives, on many topics. In addition, we offer clients with tailored training conducted by entertaining, seasoned trainers from our training group, Ogletree Deakins Learning Solutions. Topics include:

- Employment Law 101
- Cultural Diversity
- Managing Leaves of Absence
- Avoiding Wage and Hour Mistakes
- Harassment Prevention
- Workplace Violence
- Union Avoidance

We offer our training sessions live, via webinar, or via webcast (a webinar format in which the trainer is seen on video live). We are able to customize this training for individual client's workforces and needs, incorporating organizational philosophy and culture into training programs. We work with clients on the level of customization that works best for the organization. Whatever the training needs—we can provide a solution.

UNFAIR COMPETITION AND TRADE SECRETS

Long gone are the days when a loyal employee works his or her whole life for the same employer. Today, the typical employee spends approximately four years at a company before moving on to the next job. At the same time, technology has made it simpler for employees to appropriate confidential, trade secret information. Now, companies must be vigilant in protecting their proprietary information and preserving relationships and goodwill with customers, suppliers, and employees.

Our group's nationwide roster of more than 100 experienced lawyers and litigators will help you protect your assets by:

- Identifying and capturing your trade secrets and confidential information;
- Creating and implementing policies and practical steps to protect trade secrets and confidential information, both physically and electronically;
- Modifying, designing, and implementing effective policies and agreements regarding non-competition, invention assignment, non-solicitation of customers, vendors and employees, and trade secrets and confidentiality;
- Identifying and investigating breaches or violations by current or separated employees, including working with our firm's e-discovery group to investigate suspected computer fraud; and
- Addressing concerns surrounding the hiring of employees subject to restrictive covenants or who may possess trade secrets.

Protecting

When litigation is necessary, the battle-hardened litigators on our team are ready to defend your interests. Whether it is on a moment's notice for an injunction proceeding or for protracted litigation, we are committed to providing thoughtful, focused, effective representation. Combined with our nationally recognized project management resources, including IT support, e-discovery, and forensics teams, we bring more than enough muscle to any dispute.

WAGE AND HOUR LAW

With more than 175 attorneys, Ogletree Deakins' Wage and Hour Practice Group is one of the largest in the firm. The group's lawyers are located in nearly all of the firm's 48 U.S. offices and have in-depth knowledge of federal laws, including the Fair Labor Standards Act (FLSA), the Family and Medical Leave Act (FMLA), and prevailing wage laws (such as the Davis-Bacon Act), as well as comparable state laws. Our attorneys include former officials of federal and state labor agencies, including the Wage and Hour Division (WHD) of the U.S. Department of Labor.

Details Matter

Minor decisions or practices can make the difference between compliance and non-compliance with wage and hour laws. Non-compliance can have significant financial consequences, including back pay, fines, and penalties. If uncorrected, non-compliance may result in unwanted, avoidable, and costly lawsuits, especially class and collective action litigation.

Proactive Compliance

Minimum wage, overtime, and other wage payment requirements present a multitude of compliance challenges for employers. Our Wage and Hour attorneys assist employers with many proactive initiatives to ensure compliance with the FLSA, FMLA, and their state law counterparts. For example, one valuable tool for employers is to conduct payroll, timekeeping, compensation, and other related wage and hour practice audits. Ogletree Deakins' attorneys conduct large-scale, multi-phase audits for clients with operations located across the country for the purposes of analyzing hundreds of job positions held by thousands of employees. Common audits we conduct include:

- Reviewing exempt and non-exempt employee classifications;
- Determining if an employer is compensating employees correctly;
- Assessing the compensability of employee time for various preliminary and postliminary activities such as donning or doffing; and
- Designing practices to prevent off-the-clock work.

Other proactive, preventive measures include counseling companies about wage and hour laws and working with employers to devise practical solutions that comply with the law and maximize their operations before enforcement agencies conduct investigations.

Wage and Hour Audits by Agencies

Our lawyers frequently assist clients through audits by DOL or state wage and hour agencies. We understand where a company may be vulnerable in an agency audit and how to best communicate the employer's practices to authorities during any inquiry. Our robust Wage and Hour Practice Group includes Alfred B. Robinson, former Acting Administrator of the DOL's Wage and Hour Division.

State Law Experience

Several states have their own wage and hour laws that augment the FLSA, FMLA, and prevailing wage laws. For example, our California Wage and Hour Practice Group has substantial knowledge and experience with all aspects of California's wage and hour laws as enforced by the California Labor & Workforce Development Agency and as interpreted by various California courts and state enforcement boards and agencies.

WORKPLACE SAFETY AND HEALTH

Ogletree Deakins' Occupational Safety and Health (OSH) attorneys engage in a nationwide practice that includes the representation of employers in "egregious" and other significant litigation of contested OSHA cases before the U.S. Occupational Safety and Health Review Commission, corresponding Occupational Safety and Health Administration (OSHA) state-plan adjudicatory agencies, and appellate courts. The OSH-related services that we provide include:

- Investigation of workplace accidents;
- Effective handling of OSHA inspections and safety whistleblower complaints;
- Negotiation and resolution of OSHA citations;
- Litigation and trial of OSHA citations;
- Advising and counseling to help ensure compliance;
- Utilization of best practices to improve safety and health performance; and
- Conducting safety and health audits.

To help our clients avoid costly OSHA litigation, our OSH attorneys are highly experienced at effectively handling OSHA inspections and in negotiating favorable informal settlements of OSHA citations. We also counsel clients on compliance with OSHA standards, provide advice and best practices to develop or enhance safety and health programs, and conduct safety and health audits.

When a serious workplace accident occurs, Ogletree Deakins can quickly deploy one or more experienced OSH attorneys to conduct an investigation, formulate immediate, contributory, and root causes of the accident, and provide recommendations to help prevent a recurrence. In doing so, we take steps to ensure the availability of legal privileges that can be interposed to protect against undesired or forced disclosure of investigative results, and we work to help limit the potential for related criminal and civil liability.

When a client wants to have their voice heard on OSH law matters in Washington, D.C., our OSH attorneys have the government advocacy experience that can make a difference. We have relationships with high-ranking government agency officials and frequently work closely with numerous national employer associations. Often, we respond to agency rulemaking initiatives on behalf of our clients. For instance, our OSH attorneys authored the rulemaking comments of the Society for Human Resource Management on the OSHA ergonomics program standard in addition to comments on the OSHA hexavalent chromium and construction cranes and derricks standards. Also, we are experienced in interfacing with ancillary federal agencies on OSH law matters, including the National Institute for Occupational Safety and Health on health hazard evaluations.

Attachment D

Attorney Biographies

**Karen F. Tynan**

Of Counsel

karen.tynan@ogletree.com**Location:**Sacramento (Office: 916-840-3150, Fax: 916-840-3159)**Education:**J.D., *cum laude*, Empire College School of Law, 2001

B.S., United States Merchant Marine Academy, 1987

Practice Areas:Employment Law, Workplace Safety and Health

Karen Tynan is an of counsel attorney in the Sacramento office of Ogletree Deakins. Karen is originally from the state of Georgia, and after graduating with honors from the United States Merchant Marine Academy, she worked for Chevron Shipping Company for ten years – sailing as a ship's officer on oil tankers rising to the rank of Chief Officer with her Unlimited Master's License as well as San Francisco Bay pilotage endorsement. Karen was the highest ranking woman in the Chevron fleet when she left her seafaring life. This maritime and petroleum experience is unique among employment lawyers and brings a “real world” approach to working with management and achieving litigation goals.

After her decade in the merchant marine, Karen relocated to California and graduated *cum laude* from Empire College School of Law. During law school, she clerked with the Sonoma County District Attorney's office for two years. The last decade, Karen's specialized in defending employers in the workplace safety arena and defending sexual harassment and wrongful termination lawsuits for California employers including construction companies, transportation companies, wineries, and media companies. Recent notable successes include a 2017 defense verdict in a sexual harassment case in Napa County for a large construction company as well as successful settlement of Cal OSHA citations with a 90% reduction in fines for Willful and Serious citations issued out of Oakland for a large San Francisco based company in 2018. Karen's expertise also includes blood-borne pathogen regulatory compliance related to the Cal/OSHA standard for hospitals, nursing homes, and general industry. She effectively defended five companies regarding the proper hazard minimization with regard to blood-borne pathogens in California.

Karen has been a community leader in Northern California taking leadership positions in a number of school boards and community organizations including libraries and professional organizations. She is the founding counsel for the Committee for Equity in Women's Surfing, which brought prize equality to women's surfing by working closely with the leading big-wave women athletes and the California Coastal Commission and State Lands Commission from 2016 through 2018.

Admitted to Practice:

California

U.S. District Court, Eastern and Northern Districts of California

Professional Activities:

- Sonoma County Bar Association
- Sonoma County Women in Law
- Committee for Equity in Women's Surfing

Media Quotes:

- February 6, 2019 – The New York Times Magazine – “The Fight for Gender Equality in One of the Most Dangerous Sports on Earth”
- December 16, 2018 - USA Today - "Women surfers fight for gender pay equality in killer wave competition"
- October 2018 - Santa Rosa Press Democrat - "Surf's Up and So Is the Pay"
- September 2018 - San Francisco Chronicle - "World Surf League Offers Equal Pay"
- August 2018 - San Jose Mercury News - "Women Surfers Want Equal Pay"
- November 2016 - Esquire Magazine - "Industry Fights Prop 60"

Published Works:

- February 15, 2019 – Ogletree Deakins Blog Post – “California Bill Proposes Three-Year Statute of Limitations for Employment Claims”
- January 25, 2019 – Ogletree Deakins Blog Post – “Cal/OSHA News and Reminders”
- January 22, 2019 – SHRM Online – “Two California Bills Address Independent Contractor Misclassification”
- January 15, 2019 – Ogletree Deakins Blog Post – “California Legislature Considers Two Bills Related to Independent Contractor Misclassification”

**Anthony J. DeCristoforo**

Office Managing Shareholder

anthony.decristoforo@ogletree.com**Location:**Sacramento (Office: 916-840-3141, Fax: 916-503-1721)**Education:**

J.D., Santa Clara University, 1993

B.A., University of California Berkeley, 1989

Practice Areas:Employment Law, Litigation, Wage and Hour, Class Action, Trucking and Logistics

Anthony (Tony) DeCristoforo is the managing shareholder in the Sacramento office. His employment litigation practice focuses on the representation of employers and supervisors in disputes in state and federal courts, as well as in administrative proceedings and arbitrations. Tony has extensive experience handling wage and hour class actions and claims for discrimination, wrongful termination and sexual harassment. He also advises employers on a wide range of employment-related issues, including wage and hour law, employment agreements, employee handbooks and statutory leave rights.

Tony's general litigation practice includes the representation of businesses and individuals in a variety of civil actions, including unfair competition, breach of contract and business tort lawsuits.

Experience:**California Wage & Hour Class Actions**

- Represented fruit processing company in wage and hour class action alleging rest and meal period violations.
- Defended magazine distributor in wage and hour class action alleging off-the-clock work and claims of unreimbursed expenses.
- Represented employer of truck drivers in class action claiming damages and penalties for rest and meal period violations.
- Representing seafood processor in class action for alleged unpaid overtime, rest and meal period violations and related claims.
- Defending financial services company in wage and hour class action alleging overtime and rest and meal period violations.

Other Employment Litigation

- Obtained summary judgment on behalf of financial services company in lawsuit alleging retaliation and wrongful constructive discharge.
- Obtained summary judgment in favor of telecommunications company in lawsuit alleging retaliation based on complaints of safety violations.
- Successfully defended skilled nursing facility in lawsuit filed by former employee claiming disability discrimination and harassment.

- Defended consumer products company against claim of race discrimination brought by former executive employee.
- Represented global energy producer in action alleging workplace injury discrimination.
- Successfully defended furniture manufacturer against discrimination claim filed by former employee.
- Successfully represented large insurance underwriter in lawsuit involving alleged unfair competition and misappropriation of trade secrets.
- Defended manufacturing company in breach of contract lawsuit filed by former employee for alleged unpaid bonuses.
- Successfully defended software company in action for unpaid wages filed by former employee.
- Represented numerous businesses of all sizes in ADA access lawsuits filed by private litigants.
- Successfully defended various employers in administrative appeals of Cal/OSHA

citations. **Admitted to Practice:**

California
 U.S. District Court, Central, Eastern, Northern and Southern Districts of California
 U.S. Court of Appeals, Ninth Circuit

Honors and Awards:

- Acritas Star (2018)
- *Best Lawyers in America* (2018-present)
- Northern California *Super Lawyers* (2017, 2018)

Professional Activities:

- State Bar of California (Labor and Employment Law Section)
- Sacramento County Bar Association (Past member, Labor and Employment Law Section, Executive Committee and Diversity Hiring and Retention Committee)
- Judge pro tem, Sacramento County Superior Court
- Voluntary attorney, Voluntary Legal Services Program of Northern California
- Past member, Milton Schwartz American Inn of Court
- Past member, Greater Sacramento Area Economic Council, Investor Relations Committee
- Past Member, American Council of Engineering Companies (ACEC) of California, Prevailing Wage Law Committee

- Past member, Board of Directors, Sacramento Children's Home
- Past member, Board of Directors, Jesuit High School Alumni

Association **Speeches:**

- Corporate Labor and Employment Counsel Exclusive - "Life Is Better at the Beach? Surfing California's Latest Employment Developments" - La Quinta - November 8, 2018
- Ogletree Deakins Navigating California Employment Law Seminar - "BREAKING NEWS: Employer Harassment Policies and Investigations Under Fire!" - Napa - March 3, 2018
- Ogletree Deakins Workplace Strategies Seminar – “Dude, Those California Laws Are Gnarly!” – San Diego – May 3, 2017
- Ogletree Deakins Navigating California Employment Law Seminar - ""Reasonable" in California ... But Perhaps Nowhere Else" - Napa - March 2, 2017

**Robert C. Rodriguez**

Associate

robert.rodriguez@ogletree.com**Location:**

Sacramento (Office: 916-840-3150, Fax: 916-840-3159)

Education:J.D., *cum laude*, University of San Diego, 2015B.S., *with honors*, University of San Francisco, 2012**Practice Areas:**Employment Law

Robert Rodriguez has significant experience handling a wide variety of labor and employment matters, including wage and hour class actions, claims of discrimination, retaliation, harassment, and wrongful termination. He also has experience providing in-house legal advice regarding complex labor and employment issues.

Prior to joining Ogletree Deakins, Robert served as an attorney for the Governor's Office of Emergency Services, handling in-house labor and employment matters and previously, at a Sacramento area civil litigation firm, where he handled a wide array of employment related matters.

Robert received his juris doctor, *cum laude*, from the University of San Diego School of Law. During law school, he served as a judicial extern to the Honorable Eddie C. Sturgeon, San Diego County Superior Court, and as a corporate counsel intern in Jack in the Box, Inc.'s legal department. He also served as a summer associate at a prominent civil litigation firm in San Diego.

He received a Bachelor of Science degree, *with honors*, from the University of San Francisco in Organizational Behavior and Leadership.

Experience:

- Obtained a "no cause" finding by the California Department of Fair Employment and Housing in a claim involving disability discrimination and retaliation.
- Obtained summary judgment on behalf of products manufacturer in a multi-million dollar products liability claim.
- Obtained summary judgment on behalf of a home inspector in a high exposure professional liability claim.

Admitted to Practice:

California

U.S. District Court, Central, Eastern, Northern and Southern Districts of California

Professional Activities:

- Sacramento County Bar Association
- Phi Delta Phi Legal Honor Society



Jill L. Schubert

Associate

jill.schubert@ogletree.com

Location:

Sacramento (Office: 916-840-3143, Fax: 916-840-3159)

Education:

J.D., *magna cum laude*, McGeorge School of Law, 2015

B.A., *magna cum laude*, Baylor University, 2009

Practice Areas:

Employment Law, Litigation

Jill is an associate in the Sacramento office of Ogletree Deakins. Her employment litigation practice focuses on defending employers and individuals in state and federal courts, as well as in administrative proceedings and arbitrations. She has experience handling claims of discrimination, retaliation, harassment, wrongful termination, and defamation. She has significant experience representing public entities and non-profits, including public universities, counties, cities, school districts, religious organizations, and healthcare systems throughout California.

Prior to joining Ogletree Deakins, Jill worked at a Sacramento litigation defense firm where she represented public and private entities throughout various stages of litigation. During law school, she externed for the Hon. Consuelo M. Callahan of the United States Court of Appeals for the Ninth Circuit.

Experience:

- Obtained summary judgment on behalf of a large healthcare organization in lawsuit alleging race, age, and associational discrimination, harassment, and retaliation. (2018)

Admitted to Practice:

California
U.S. District Court, Eastern District of California
U.S. Court of Appeals, Ninth Circuit

Professional Activities:

- Sacramento County Bar Association (Labor and Employment Law Section)
- State Bar of California (Labor and Employment Law Section)

Published Works:

- February 12, 2019 – Ogletree Deakins Blog Post – [“California Court of Appeal Identifies Triggers for Reporting Time Pay Obligation”](#)

Attachment E

Organizational Chart

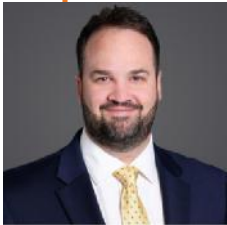
Proposed San Mateo Harbor District Team



Karen Tynan
Of Counsel
Relationship Manager



Tony DeCristoforo
Office Managing Shareholder
High Level Guidance



Robert Rodriguez
Associate



Jill Schubert
Associate

Attachment G

Signed Acknowledgement of Addenda Form

**SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES**

SAN MATEO COUNTY HARBOR DISTRICT

ACKNOWLEDGEMENT OF ADDENDA

The undersigned Proposer acknowledges receipt of the following addenda, if issued, to the RFP Documents. If none received, write "None Received."

Addendum No. 1 , dated February 13, 2019

Addendum No. _____, dated _____

Addendum No. _____, dated _____

Date: _____

Firm: Ogletree, Deakins, Nash, Smoak & Stewart, P.C.

Print Name: Anthony DeCristoforo

Signature: _____

Title: Office Managing Shareholder

**SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES**

COST PROPOSAL FORMS

Pursuant to the Notice Inviting Proposals, the undersigned Proposer herewith submits a Proposal on the Proposal Form or Forms attached hereto and made a part hereof and binds itself on award by the San Mateo County Harbor District under this Proposal to execute a Contract in accordance with its Proposal, the Proposal Documents, and the award. The attached Notice Inviting Proposals and Addenda, if any, are made a part of this Proposal and all provisions thereof are accepted, and all representations and warranties required thereby are hereby affirmed.

THE PROPOSAL BELOW INCLUDES ANY AND ALL LABOR, MATERIALS, APPLICABLE TAXES, INSURANCE, SUBCONTRACTOR COSTS, TRAVEL EXPENSES, TELEPHONE COSTS, COPYING COSTS, PROFIT, ADMINISTRATIVE AND OVERHEAD FEES, AND ALL OTHER COSTS NECESSARY FOR THE PERFORMANCE OF ALL THE SERVICES CALLED FOR UNDER THE FOLLOWING CONTRACT. ANY PROPOSED REIMBURSABLE COSTS SHALL BE SEPERATELY IDENTIFIED (E.G. OVERNIGHT DELIVERY, UPCHARGE ON 3RD PARTY INVOICES).

Ogletree Deakins is pleased to offer San Mateo County Harbor District (the District) a 7.5% discount off our then-current standard "Unburdened Hourly Rate" by attorney or paraprofessional. In addition, and as part of the District's "All Inclusive Hourly Rate," we will absorb client billable costs totaling up to 2.5% of our standard "Unburdened" hourly rates that are billed within a calendar year. If the District exceeds the 2.5% threshold, only disbursements to third parties and direct costs incurred in serving the District needs (exclusive of overhead) are treated as reimbursable, such as court reporter fees, deposition transcripts, mileage and travel expenses, mediator fees, costs relating to e-discovery, expert fees and costs, and the like.

We review our rates annually to determine if a market adjustment is appropriate. Any rate increases are made at the beginning of a calendar year.

The completed San Mateo County Harbor District Cost Proposal Form is shown below:

Position	2019 Unburdened Hourly Rate	2019 All inclusive Hourly Rate¹	Estimated Hours per Month**	Example of Duties
Special Counsel <i>Karen Tynan, Relationship Manager, Of Counsel</i>	\$450	\$415	2-5	Frequent and regular review of outstanding human resources queries, review of claims, complaints, and questions regarding terminations and discipline. OSHA compliance, inspections, and litigation. Should lawsuits arise, management of litigation and mediation and trial. Attending any closed sessions or meetings as requested. Oversight of bills and reconciliation.
Alternate Special Counsel <i>Tony DeCristoforo, Shareholder</i>	\$490	\$455	<1	Occasional and infrequent strategic and/or pro-active advice as requested by Relationship Manager.
<i>Robert Rodriguez, Associate</i>	\$340	\$315	5-10	Responding to queries from Human Resources and management. Advice regarding complaints, leave, grievances, union contracts, and discipline. Should lawsuits arise, litigation work including pleadings, discovery, mediation, and trial.
<i>Jill Schubert, Associate</i>	\$355	\$330	5-10	Responding to queries from Human Resources and management. Advice regarding sexual harassment training, compliance, and terminations and discipline. Should lawsuits arise, litigation work including pleadings, discovery, mediation, and trial.

*Hourly Rate should include overhead costs as listed above. Time spent traveling to and from District meetings held within San Mateo County and any travel costs associated with such travel is not reimbursable.

**Estimated Hours should be based on comparable size and complexity of similar governmental entity.

¹ The San Mateo County Harbor District All inclusive Hourly Rate includes billable costs up to 2.5% of our total fees billed at our standard "unburdened" hourly rates by timekeeper, and by calendar year. For example, if the District incurs \$50,000 in total fees at standard "unburdened" hourly rates within a calendar year, Ogletree Deakins will absorb up to \$1,250 in total costs for that same year.

The Cost Proposal Form must be signed on the next pages (page 2 or 3 of Attachment A). Proposals submitted in any other form will be considered non-responsive and may be rejected. Signatures herein bind Proposer to the entirety of its Proposal, including all documents submitted with these Cost Proposal Forms.

**SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES**

DOCUMENTS TO ACCOMPANY COST PROPOSAL:

Items 7 A-G of the Proposal Content must accompany the Cost Proposal for a Proposal to be deemed responsive.

NAME UNDER WHICH BUSINESS IS CONDUCTED

CONTACT INFORMATION OF PERSON AUTHORIZED TO EXECUTE CONTRACT

Name: Anthony DeCristoforo

Business Address: 500 Capitol Mall
Suite 2500

City/State/Zip: Sacramento, CA 95814

Telephone Number: 916-840-3141 Facsimile Number: 916-840-3159

E-Mail Address: anthony.decristoforo@ogletree.com

MANDATORY SIGNATURE(S)

SOLE OWNER, sign here: I sign as sole owner of the business named above.

PARTNERSHIP, one or more partners sign here: The undersigned certify that we are partners in the business named above and that we sign this Proposal with full authority to do so.

SAN MATEO COUNTY HARBOR DISTRICT
REQUEST FOR PROPOSALS (RFP) #2019-02
LABOR AND EMPLOYMENT LEGAL SERVICES

X

CORPORATION OR LLC, sign here*: The undersigned certify that they sign this Proposal with full and proper authorization to do so.

Entity Name: Ogletree, Deakins, Nash, Smoak & Stewart, P.C.

By: _____ Title: _____

By: _____ Title: _____

Incorporated under the laws of the State of South Carolina

All Ogletree Deakins shareholders are authorized to execute legal service agreements with clients. As a matter of firm policy, we do not provide copies of corporate governance documents.

** If the Proposer is a corporation, this Cost Proposal Form must be executed by two corporate officers, consisting of: (1) the president, vice president or chair of the board; and (2) the secretary, assistant secretary, chief financial officer or assistant treasurer. In the alternative, this Cost Proposal Form may be executed by a single officer or a person other than an officer provided that evidence satisfactory to the District is provided demonstrating that such individual is authorized to bind the corporation or LLC (e.g. a copy of a certified resolution from the corporation's board or LLC's board or a copy of the corporation's bylaws or LLC's operating agreement.)*

IF JOINT VENTURE, officers of each participating firm sign here: The undersigned certify that they sign this Proposal with full and proper authorization to do so.

Joint Venture Name: _____

By: _____ Title: _____

By: _____ Title: _____



Staff Report

TO: Board of Harbor Commissioners

FROM: Julie van Hoff, Director of Administrative Services

DATE: May 20, 2019

SUBJECT: Draft Final 2019/20 Operating Budget and Capital Improvement Program

Recommendation:

Review Draft Final 2019/20 Operating Budget and Capital Improvement Program (CIP) and provide direction to staff on additional changes.

Policy Implications:

Harbors and Navigation Code 6093 (et. seq.) provides statutory requirements for budget development. Policy 4.9.1 provides the process for preparing the Budget and Policy 4.9.2 establishes the level of appropriation authority (see page 4 of attached document for further detail)

Fiscal Implications/Budget Status:

The Draft Final 2019/20 Operating Budget and CIP presents \$12,005,000 in total revenues, and \$8,350,000 in total operating expenditures. Revenues less operating expenditures equals \$3,655,000, which represents the estimated amount to be added to the available working capital balance.

The Five-Year CIP estimates use of \$6,279,800 of the working capital balance to fund capital projects/assets in FY 2019/20. The estimated working capital balance at the end of FY 2019/20 is estimated at approximately \$12 million.

Background/Discussion:

The following timeline represents work completed to date on the District's 2019/20 Budget:

On March 20, 2019, staff presented a 'First Look' Preliminary 2019/20 Operating and Capital Budget to this Board.

On April 11, 2019, staff presented a Draft Preliminary Budget to the Finance Committee.

On April 17, 2019, staff presented the same Draft Preliminary Budget as reviewed by the Finance Committee and presented staff and Finance Committee recommendations for updating the Preliminary Budget. The recommendations included separating the Operating Budget and the Capital Improvement Program, or CIP, and allowing unspent contract amounts to be carried forward and eliminating the need to adopt other CIP appropriations prior to approval of a contract, unless it falls within the General Manager's authority of \$25,000 or below. The Preliminary Budget was adopted with recommended changes.

On April 24 and May 1, 2019, staff published a Public Notice (Attachment 1), as required by Harbors and Navigation Code 6093.1, stating that the Preliminary Budget was adopted.

A Finance Committee was noticed on April 30, 2019 to allow for additional input in the Budget development. Staff has further refined the Budget document based on more recent financial information and additional input.

The Draft Final 2019/20 Operating Budget and CIP (Attachment 2) is now being presented to the Board for review and consideration. Board recommendations will be incorporated into the Final Budget document and presented at the June 19, 2019 Board meeting for adoption.

Recommendation:

Staff recommends this Commission review Draft Final 2019/20 Operating Budget and CIP and provide direction to staff on additional changes as this Board may recommend.

Attachments:

1. [Public Notice](#)
2. [Draft Final 2019/20 Operating Budget and CIP](#)

**Published in the Half Moon Bay Review
On 4/24/19 and 5/1/19**

PUBLIC NOTICE

**Notice of Preliminary Budget
Adoption**

Notice is hereby given that the Board of Harbor Commissioners of the San Mateo County Harbor District has adopted its Preliminary 2019/20 Operating Budget and Capital Improvement Program at a Regular Meeting on April 17, 2019, and shall hold a public hearing for the purpose of adopting the San Mateo County Harbor District's Final 2019/20 Operating Budget and Capital Improvement Program on June 19, 2019 at 6:30 p.m. at the San Mateo County Harbor District's Administration Building at 504 Avenue Alhambra, Ste. 200, El Granada, California pursuant to Harbors and Navigation Code §6093.1.

Any member of the public may appear and be heard regarding the increase, decrease, or omission of any item in the budget or for the inclusion of additional items. Written comments regarding the above are welcome. Please address these comments to: San Mateo County Harbor District, P.O. Box 1449, 504 Avenue Alhambra, Ste. 200, El Granada, CA 94018 or by emailing Julie van Hoff, Director of Administrative Services at jvanhoff@smharbor.com.

A copy of the San Mateo County Harbor District's Preliminary 2019/20 Operating Budget and Capital Improvement Program has been posted on the District's website at <https://www.smharbor.com/preliminary-2019-20-budget> and is available for inspection.

Dated: April 18, 2019

John Moren
Interim General Manager

Published in the Half Moon Bay
Review
April 24, May 1, 2019
No. 10947



SAN MATEO COUNTY HARBOR DISTRICT



DRAFT FINAL 2019/20 OPERATING BUDGET AND CAPITAL IMPROVEMENT PROGRAM

Board of Commissioners:

Sabrina Brennan, President
Nancy Reyring, Secretary
Tom Mattusch, Treasurer

Edmundo Larenas, Vice President
Virginia Chang Kiraly, Commissioner



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INTRODUCTION

DRAFT



Budget Snapshot

The District continues to strive “To assure the public is provided with clean, safe, well-managed, financially sound and environmentally pleasant marinas.” The Harbor Commission continues to work toward the development of long-range plans including an infrastructure restoration plan, strategic plan, and a master plan. The District is providing information to the general public and constituents on the District’s role in stewardship of Pillar Point Harbor and Oyster Point Marina through the implementation of a social media presence and outreach programs. On March 16, 2018 the District received a “Transparency Certificate of Excellence” from the Special District Leadership Foundation (SDLF) in recognition of its outstanding efforts to promote transparency and good governance.

The goal of the District’s Budget Document is to ensure a compliant and transparent process that will promote stakeholder confidence and trust. The District’s financial decisions consider sustainability and fiscal responsibility to anticipate and prepare for future funding requirements as well as unforeseen and unexpected emergencies, disasters, and other events.

This year, the District is fortunate to present an operating budget that includes sufficient revenue to fund the 2019/20 Fiscal Year (July 1, 2019 to June 30, 2020) expenditures and provide \$3,655,000 toward increasing the Working Capital balance. Over the next five years, annual average contributions to the Working Capital is projected at \$3,160,250 (per year).

The District updates the five-year Capital Improvement Program (CIP) annually. This five-year plan presents projects and associated funding for assets including land acquisition, construction, purchase of software, preventative maintenance needs, and replacement of vessels and vehicles. For Fiscal Years 2018/19 through 2023/24 (current year projection plus five-year CIP) the District’s funding needs for the CIP is estimated at \$47,155,385. The funding for the CIP is expected to come from \$33,528,620 in Working Capital balance, \$8,811,500 in grants, and \$4,815,265 in additional grant funding, debt financing, increases in revenues, and/or decreases in expenditures. Otherwise, projects may need to be postponed until sufficient funding is secured.

Budget Process

The District’s budget process is outlined in Policy 4.9.1. and Policy 4.9.2 of the Policy Handbook. Adoption of the Preliminary Budget and Final Budget is governed by Harbors and Navigation Code Section 6093 (et. seq.).

Policy 4.9.1 outlines the District’s process for preparing its annual budget. The preparation begins mid-year (fiscal year) for the succeeding year’s budget. District Finance staff begins the current fiscal year’s mid-year performance to budget analysis. The Harbor Commission reviews the mid-year budget report in February. Having reviewed the current year’s performance and identified budget issues and goals for the next fiscal year, staff prepares a first draft preliminary budget which is introduced to the Harbor Commission at a public meeting in March and a final preliminary budget is adopted in April. The Harbor Commission publishes a notice pursuant to Section 6061 of the Government Code stating that the adopted preliminary budget is available for public review. The public has at least 30 days to review and provide comment prior to the adoption of the final budget. The final budget is normally adopted in June.

Policy 4.9.2 establishes the level of appropriations authority for the District for a fiscal year. An appropriation authorizes the District to spend District resources. The Harbor Commissioners’ approval of appropriations places a maximum limit of the amount of money that can be spent in any given Fiscal Year within the following expenditure classifications: 1) Salary and Benefits, 2)



Operating Expenditures, 3) Non-Operating Expenditures, and 4) Capital Projects. The Harbor Commission may approve revisions to the appropriated amounts during the fiscal year.

The District is exempt from preparing a Board approved appropriation limit, set forth in the provisions of the California Constitutional Article XIII B, due to the provisions of Section 9 (c) "this section shall not apply to a district which existed on January 1, 1978, and that did not as of the 1977-78 fiscal year levy an ad valorem tax on property in excess of twelve and one-half cents (\$0.125) per one hundred dollars of assessed value."

Budget Report Presentation Changes from Prior Fiscal Year

Beginning in Fiscal Year 2019/20 (FY 2019/20), the District created two distinct sections of the Budget Document: 1) the Operating Budget; and 2) the CIP. The Operating Budget presents on-going activities of the District for the Fiscal Year period. CIP presents a plan for current and future capital asset costs and associated funding. Capital Improvements are typically carried out and paid for over several years. Consequently, a scheduling tool is required that forecasts anticipated needs and available funding several years into the future. District Policy 4.7.1 defines capital assets as assets with a cost of \$10,000 or greater and with a useful life of five (5) years or more.

The District also made a procedural change to allow capital projects, grant-funded projects, or one-time funded multi-year projects to automatically rollover any open purchase orders (encumbrances) and appropriations associated with those projects. The Capital Improvement Program section of this budget includes June 30, 2019 estimated encumbrance balances to be re-appropriated (page 37). The actual amount re-appropriated versus the estimated amount will vary.

The District's accounts and transactions are tracked on an accrual basis, which is the basis of accounting under generally accepted accounting principles (GAAP) for Enterprise Funds. Many other government entities track some or all accounts and transactions on a modified accrual basis under GAAP for Governmental Funds. Enterprise Fund financial statements report Net Position and focus on long-term economic resources while Governmental Fund financial statements report Fund Balance and focus on current economic resources. While the District's budget focuses on current economic resources, Fund Balance is not reported in the District's financial system because it does not use a Governmental Fund. To clarify and track the appropriate resources available, the nomenclature in the budget document has been changed from Reserves to Working Capital.

The District has been presenting public versus enterprise functional detail in the budget document. Now that the Operating Budget and CIP have been separated, the allocation of property tax revenue among the Administration Department, Pillar Point Harbor, and Oyster Point Marina has been adjusted and simplified (page 14-15).

Priorities and Issues

The Mission Statement of the San Mateo County Harbor District is: "To assure the public is provided with clean, safe, well-managed, financially sound and environmentally pleasant marinas."

The following goals are in support of the above mission statement:

[The District is working with a consultant, Martin Rauch, to complete a list of District goals. This document will be updated when those goals are finalized.]



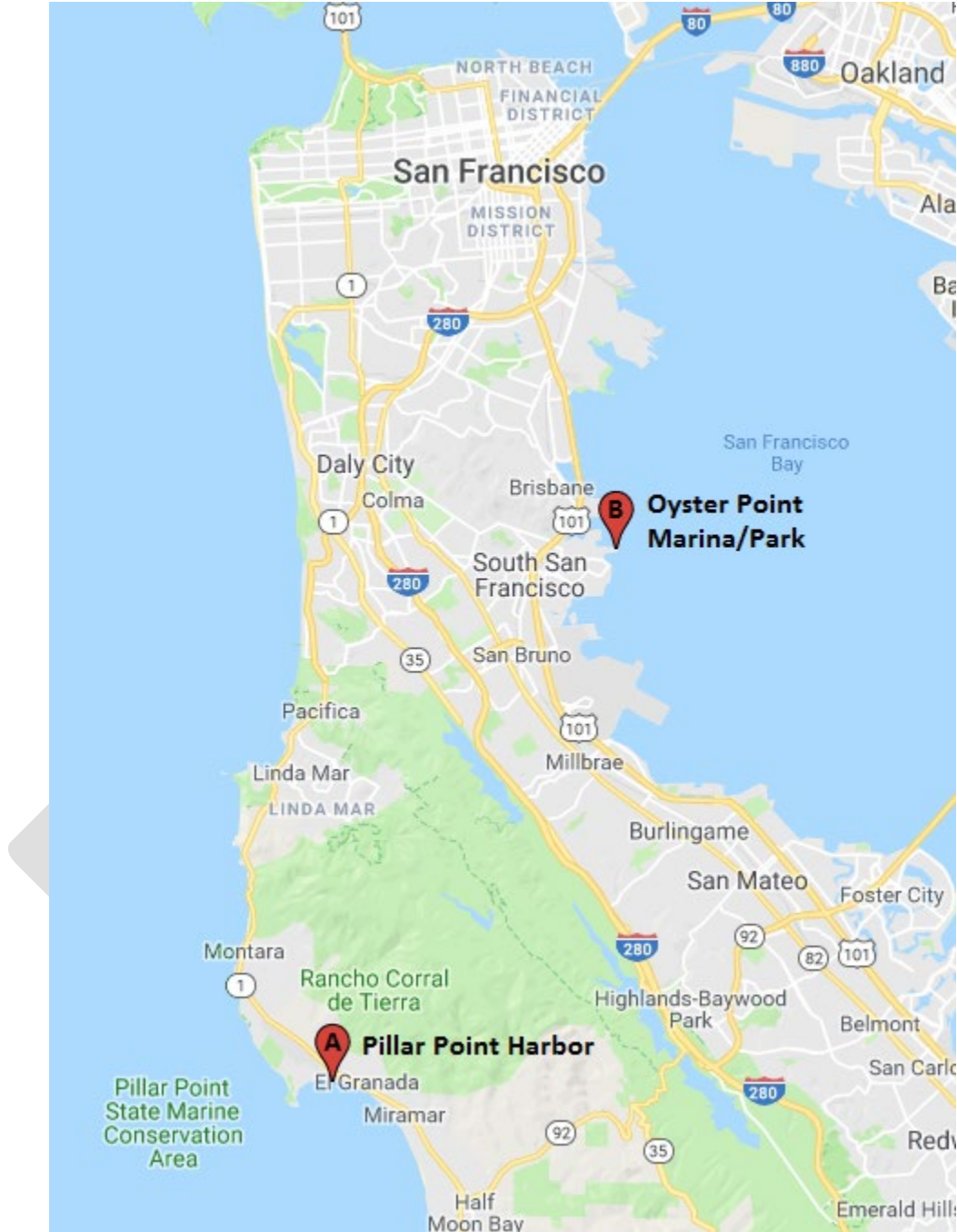
About Us

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Where is San Mateo County Harbor District?

The San Mateo County Harbor District is in Northern California and manages and operates (A) Pillar Point Harbor located on the Pacific Ocean in the unincorporated area of Princeton, and (B) Oyster Point Marina/Park on San Francisco Bay located in the City of South San Francisco.

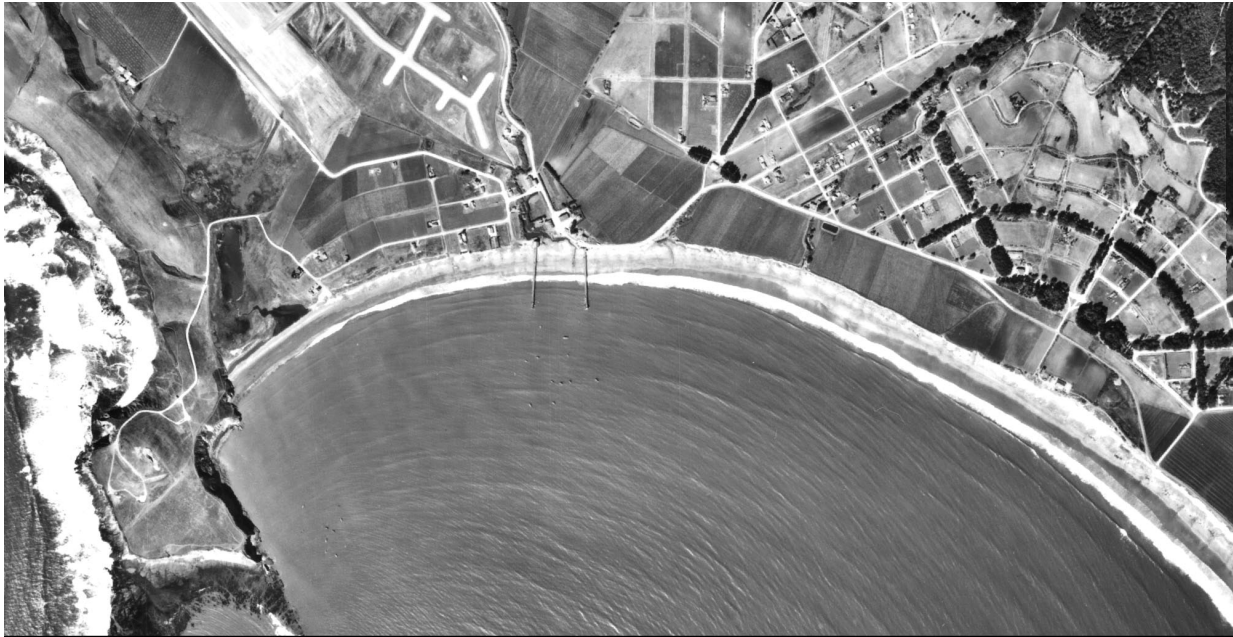




Our History

The San Mateo County Harbor District is an independent special district created by San Mateo County in 1933 by Resolution of the Board of Supervisors who established the entire area of the County of San Mateo as the District's boundaries.

In 1948, the District created a harbor of safe refuge for the fishing fleet at Pillar Point per the State of California Harbors and Navigation Code Section 70.5. A federal breakwater was built by the Army Corps of Engineers in 1959-61, with an extension in 1967. The District constructed the harbor's docks and berths in the 1980s, along with a second, inner breakwater to provide further protection. This later work was financed by loans from the California Department of Boating and Waterways (DBW), now a Division of the State Parks Department.



1943 Aerial View of Pillar Point Harbor

In 1977, the District took over operation of Oyster Point Marina/Park from the City of South San Francisco. A Joint Powers Agreement was executed, giving the District authority to improve and complete construction of a recreational marina. Full build-out was accomplished during the 1980s.



San Mateo County Harbor District Today

The San Mateo County Harbor District operates two harbors. Pillar Point Harbor is located in the unincorporated community of Princeton in Half Moon Bay approximately twenty-five miles south of the City of San Francisco. The harbor is a 369-berth commercial fishing harbor that also supports sport fishing and recreational boating.



Oyster Point Marina/Park consists of a 408-berth recreational marina, public beach, and bayside park located in the City of South San Francisco. The District operates Oyster Point Marina/Park under a Memorandum of Understanding with South San Francisco, which owns the facility.





SECTION ONE- 2019/20 OPERATING BUDGET

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Operating Budget at a Glance

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Budgetary Highlights

The District's revenue streams continue to outpace on-going expenditures. The Operating Budget for Fiscal Year (FY) 2019/20 is projected to add \$3,655,000 to the working capital balance. Working capital is used to fund the Capital Improvement Program as well as unforeseen and unexpected emergencies, disasters, and other events.

2019/20 Operating Budget Summary		Comparison to 2018/19 Projections	
Operating Revenues	\$ 4,441,000	\$ 4,382,000	1.35%
Non-Operating Revenues	7,564,000	7,444,000	1.61%
Total Revenues	12,005,000	11,826,000	1.51%
Salaries/Wages/Benefits Expenditures	5,270,000	4,952,000	6.42%
Non-Personnel Expenditures	3,080,000	3,112,700	-1.05%
Total Expenditures	8,350,000	8,064,700	3.54%
Total Revenues less Expenditures	3,655,000	3,761,300	-2.83%
One-time Revenues(Expenditures)	-	(3,150,000)	-100.00%
Working Capital Increase	\$ 3,655,000	\$ 611,300	497.91%

- Operating Revenues are budgeted to increase by 1.35% due to projected inflationary increases in lease income, and rates, and fees.
- Non-Operating Revenues are budgeted to increase by 1.61% due to an anticipated increase in Property Tax Revenue of 2.03% offset by a decrease in interest income due to the spending of cash balances.
- Salaries/Wages and Benefit Expenditures are projected to increase by 6.42% due to anticipated filling of currently vacant positions along with salary/wage and benefit cost increases.
- Non-Personnel Expenditures are budgeted to decrease by 1.05%. This is mainly due to an anticipated decrease in legal settlement costs.
- The FY 2018/19 projection includes \$850,000 in biennial election costs and a one-time \$2,300,000 payment to the California Public Employees' Retirement System (CalPERS) to fund a portion of the long-term unfunded liability. The FY 2019/20 Operating Budget does not anticipate any one-time/biennial expenditures.



Short-Term Factors Influencing Decisions

Short-term factors influencing the District's decisions include impact of outside economic and legislative factors, environmental issues, and aging infrastructure.

Economic Factors:

The Public Employees' Pension is managed by California Public Employees' Retirement System (CalPERS). As of June 30, 2018, the District reported a net pension liability (NPL) of \$5,012,108. Multiple variables (e.g. expected rate of return on investments, expected inflationary rates, average life-span, and expected number of vested employees) impact the calculation of the NPL. The District paid an additional \$2,300,000 to fund the unfunded long-term retirement liability in FY 2018/19. CalPERS retirement costs continue to grow as expected rates of return decrease. It is difficult to predict the impact that economic and market conditions may have on the NPL and future retirement costs of the District.

The District has one month-to-month lease for a restaurant in the "tenant row" building at Pillar Point. Short-term agreements may impact future revenues.

State & Federal Budgets & Actions:

Pacific Gas & Electric Company (PG&E) filed for Chapter 11 bankruptcy protection in wake of the billions of dollars in liabilities associated with the 2017 and 2018 California wildfires. In addition, a nuclear power plant will be decommissioned. There is a potential that the District's utility costs may increase substantially while unitary property taxes decrease. For FY 2019/20, Property and Liability insurance rates increased due to the fires.

In addition, the State approved a \$4 billion housing bond in November. Lack of affordable housing may affect the District's ability to attract and retain qualified candidates. According to the 2018 State Department of Housing and Urban Development report, \$82,200 for a single individual is categorized as low income. Housing costs continue to increase throughout the area.

Environmental Issues:

The District is investigating, developing, and advocating for the implementation of strategies to mitigate the impacts of climate change on District-managed properties. Projects that are included in the Five-Year [Capital Improvement Program](#) section (pages 29-37) and are associated with climate change include the West Trail Shoreline Protection and Restoration of Surfers Beach.

Other Factors:

The District's Infrastructure is aging and will require replacement. For fiscal year ended June 30, 2018 the District had approximately \$45 million in depreciable assets with accumulated depreciation of \$28 million. About 62% of the District's total assets have been depreciated. In FY 2017/18 the District recorded \$1,108,660 in depreciation expense in its Audited Financial Statements. The five-year CIP section of this budget document includes a plan to replace a portion of the District's infrastructure. In the event that the District meets the fairly aggressive replacement projections, additional grants would need to be identified and/or debt will need to be issued in FY 2021/22 to meet the cash flow requirements. Otherwise, some projects may need to be deferred, revenues increased and/or expenditures decreased.

In 2018, the District entered into a Memorandum of Understanding (MOU) with the City of South San Francisco (SSF) to manage the Oyster Point Marina property owned by SSF. The MOU's



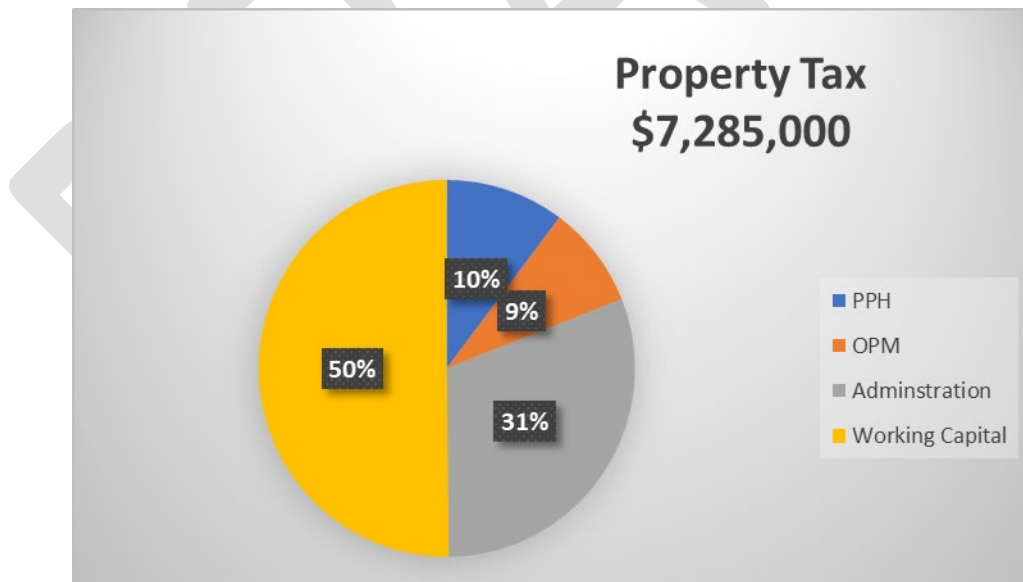
initial term is fifteen years. The MOU will automatically renew for two additional periods of ten years each, unless notice is given by the District to SSF to discontinue the MOU. The MOU requires that the District make specific Capital Improvements during specified timelines. These projects are included in the Capital Improvement Program Section (pages 29-37).

Public and Enterprise Services

The District's transactions are accounted for in an Enterprise Fund which includes three departments- Administration, Pillar Point Harbor (PPH), and Oyster Point Marina (OPM). PPH and OPM generate operating revenue from berth rentals, liveaboard fees, boat launch fees, property rentals and permit fees. This revenue is used to offset costs associated with these activities.

All District property is for the enjoyment of the public. In addition to providing the public with boating facilities, the District provides coastal trail access and maintenance, beach access, public fishing piers, park and landscape maintenance, public parking, trash removal, bay trail access and maintenance, search and rescue operations, toxic environmental clean-up, public restrooms and public outreach and education. These public services and activities serve a broad segment of San Mateo County's population and visitors.

The District receives Property Tax Revenue from San Mateo County property owners. Property Tax Revenue is used to fund the Administration Department, any operating deficits of PPH and OPM, and a portion of the Capital Improvement Program. For FY 2019/20, the District estimates that \$640,000 will be used for OPM public operations, \$745,000 for PPH public operations, \$2,245,000 (\$275,000 funded by Interest Income) for administrative functions, and \$3,655,000 towards funding the Capital Improvement Program for a total of \$7,285,000 of anticipated Property Tax Revenue.



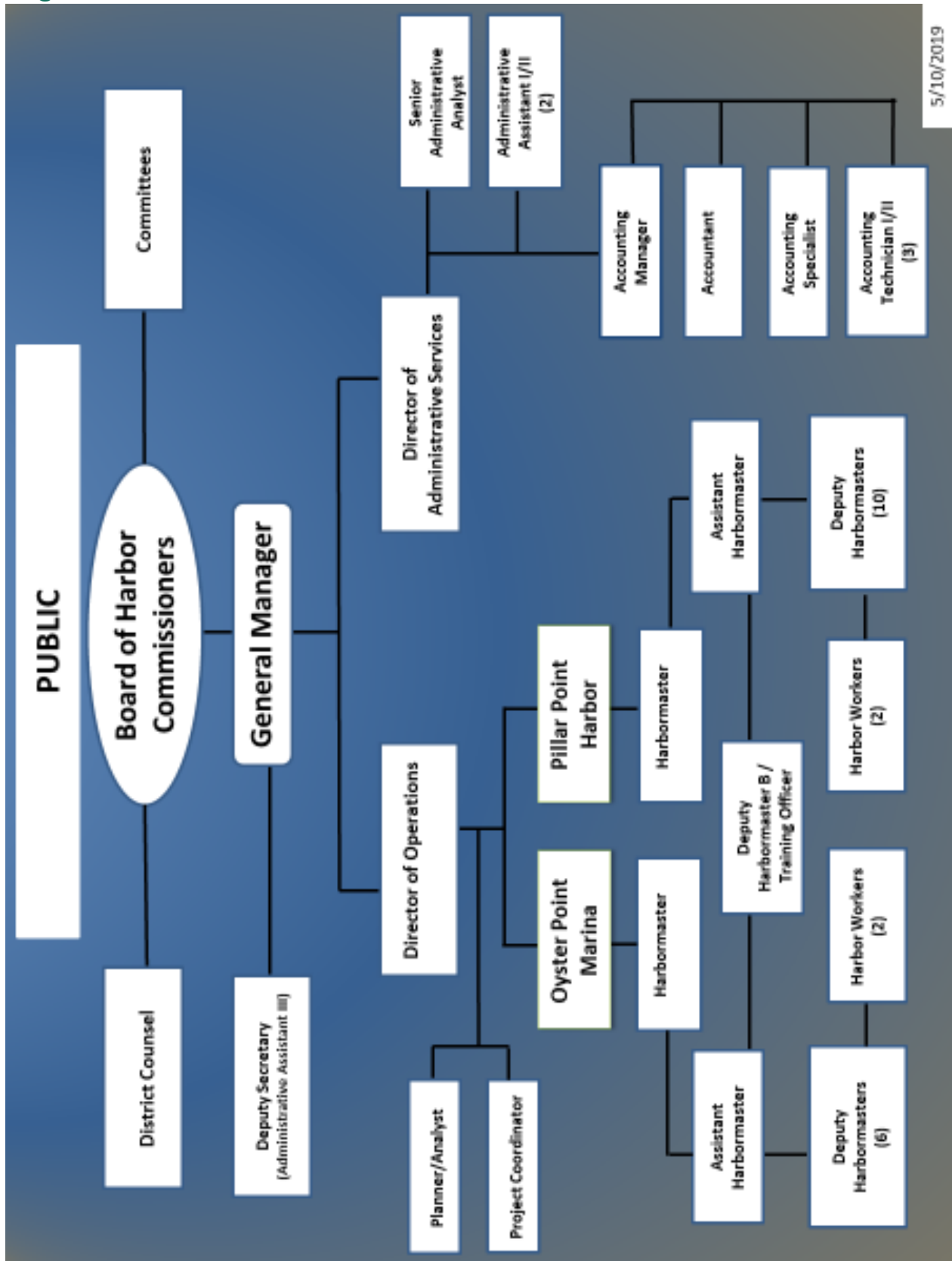


Fiscal Year 2019/20 Capital Asset projected costs (net of funding and grants) of \$6,279,800 (detail on pages 31-34) includes funding of \$3,287,800 (52%) for public-related projects including the improvements to Pillar Point Harbor's Fishing Pier, West Trail, public parking lots, Surfers Beach, and replacement of vehicles.

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Organizational Chart



5/10/2019



Staffing Authorization

<u>Classification/Position Title</u>	<u>Actual 2017/18</u>	<u>Revised Budget 2018/19</u>	<u>Preliminary Budget 2019/20</u>	<u>*Status as of 5/9/2019</u>
Administration Department				
General Manager	1	1	1	Active
Director of Operations	1	1	1	Active
Director of Admin. Services	1	1	1	Active
Accountant	1	1	1	Vacant
Accounting Specialist	-	1	1	Vacant
Accounting Tech I & II	1	1	1	Active
Accounting Manager	1	1	1	Active
Administrative Analyst	1	-	-	Deleted
Administrative Assistant I & II	2	2	2	Active
Deputy Secretary	1	1	1	Active
Sr. Administrative Analyst	-	1	1	Vacant
Planner Analyst	1	1	1	Vacant
Project Coordinator	-	1	1	Vacant
Total Administration	11	13	13	
Pillar Point Harbor				
Harbormaster	-	1	1	Vacant
Assistant Harbormaster	1	1	1	Active
Deputy Harbormaster A&B	9	10	10	8 Active/2 Vacant
Deputy Harbormaster/Training Officer	-	1	1	Active
Harbor Worker B	2	2	2	Active
Harbor Worker C (lead maint.)	1	-	-	Deleted
Accounting Tech I & II	1	1	1	Active
Total Pillar Point Harbor	14	16	16	
Oyster Point Marina				
Harbormaster	-	1	1	Active
Assistant Harbormaster	1	1	1	Active
Deputy Harbormaster A&B	6	6	6	5 Active/1 Vacant
Harbor Worker B	2	2	2	Active
Harbor Worker C (lead maint.)	1	-	-	Deleted
Accounting Tech I & II	1	1	1	Active
Total Oyster Point Marina	11	11	11	
Total Full-Time Equivalent Positions	36	40	40	

Changes from 2017/18 approved positions are highlighted in gray.

* Active positions are funded and filled. Vacant positions are funded but not filled.

Deleted positions are not funded and not filled.



Budget Schedules

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Basis of Budgeting vs. Accounting

The basis of budgeting and accounting refers to the method of recognition of revenue and expenses in financial and budgetary reporting. The District's budgets are prepared on a modified cash flow basis which projects the District's cash inflows and outflows over the course of a fiscal year (July 1 through June 30) excluding physical and intangible assets such as depreciation.

Revenues are recognized as they are received and accounted for while obligations for expenditures are recognized when a commitment is made through an encumbered purchase order or actual expense.

The District's accounts and transactions are tracked on an accrual basis, which is the basis of accounting under generally accepted accounting principles (GAAP) for Enterprise Funds. An Enterprise Fund is used to account for operations that are financed and operated in a manner similar to private business enterprises—where the intent of the governing body is that the costs (expenses, including depreciation) of goods or services to the general public on a continuing basis are financed or recovered primarily through user charges.

Under this method, all assets and liabilities associated with operations are included on the balance sheet, revenues are recorded when earned, and expenses are recorded at the time commitments are incurred. Depreciation and amortization are handled differently in budgetary reporting and in financial reporting. In budgetary reporting, depreciation and amortization are excluded, and the repayment of the principal on debt as expense is included. In financial reporting, depreciation and amortization are included, and the repayment of the principal on debt as expense is excluded. This table illustrates the differences between the budget and accounting basis described above.

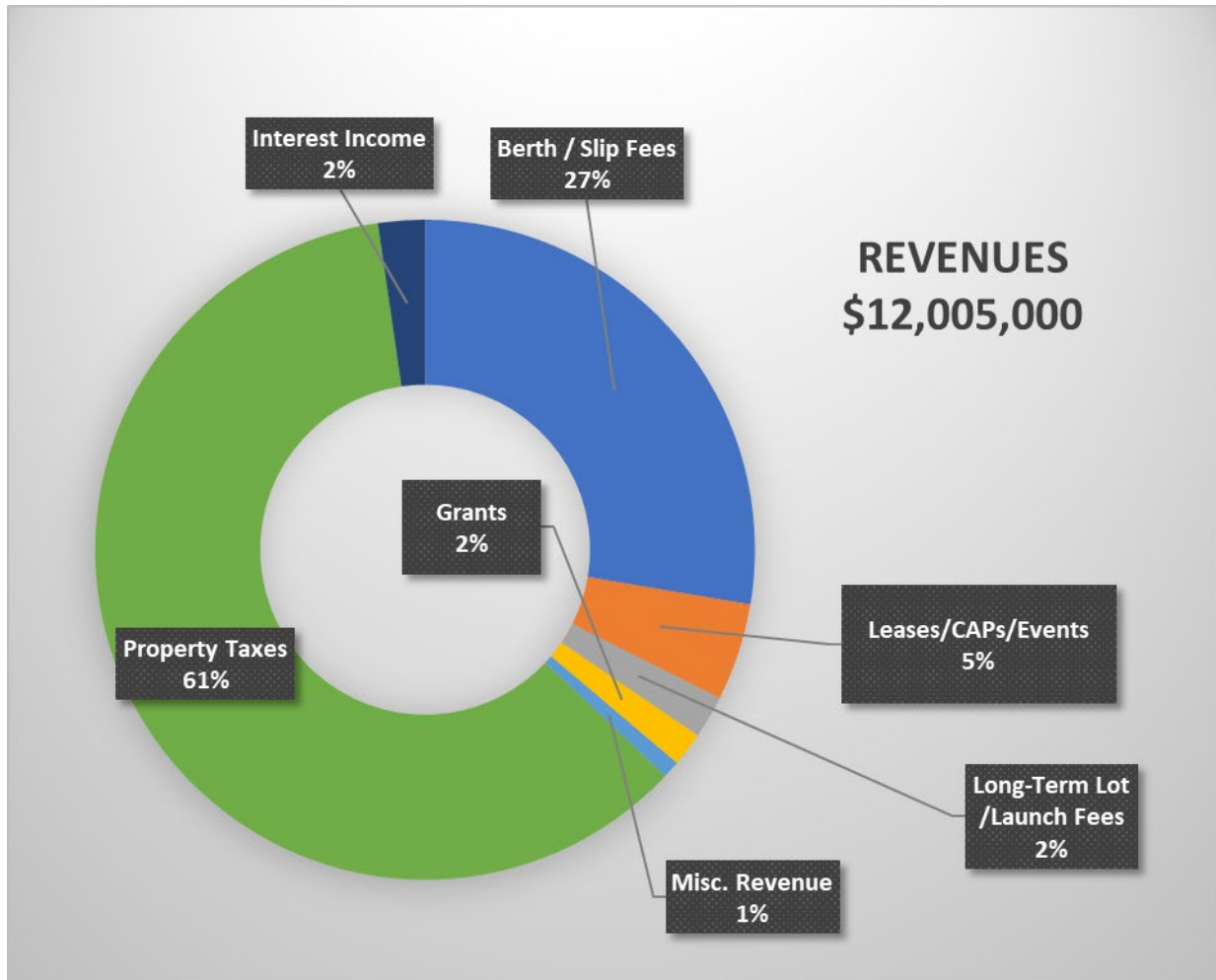
	BUDGETARY	ACCOUNTING
Basis	Modified Cash Flow	Accrual
Revenue	Recognized when received and accounted for	Recorded when earned
Obligations (Expenditures/ Expense)	Recognized when a commitment is made through encumbrance or expense	Recorded at the time commitments are incurred
Depreciation and Amortization	Excluded	Included
Repayment of Principal on Debt	Included	Excluded

Three-Year Comparative Financial Schedule

	Last Year 2017/18		Current Year 2018/19		Fiscal Year 2019/20	
	Revised Budget	Actual	Revised Budget	Projected	Preliminary Budget	Final Budget
Operating Revenues:						
Berth / Slip Fees	\$ 3,449,216	\$ 3,257,846	\$ 3,327,000	\$ 3,261,000	\$ 3,427,000	\$ 3,320,000
Leases and CAPs	589,000	631,891	611,000	552,000	552,000	552,000
Long-Term Lot /Launch Fees	245,706	238,085	250,000	250,000	250,000	250,000
Events	30,000	39,227	52,000	22,000	22,000	22,000
Grants & Reimbursements	110,000	119,088	475,000	200,000	200,000	200,000
Other Operating Revenue	100,000	96,707	100,000	97,000	97,000	97,000
Total Operating Revenues	4,523,922	4,382,844	4,815,000	4,382,000	4,548,000	4,441,000
Non-Operating Revenues:						
Property Taxes	6,500,000	7,006,800	7,140,000	7,140,000	7,285,000	7,285,000
Interest Income	53,300	235,347	186,245	300,000	275,000	275,000
Misc. Rev./Exp.	10,000	29,428	10,000	4,000	4,000	4,000
Grants & Reimbursements	-	119,104	-	-	-	-
Total Non-Operating Revenues	6,563,300	7,390,679	7,336,245	7,444,000	7,564,000	7,564,000
Total Revenues	\$11,087,222	\$11,773,523	\$12,151,245	\$11,826,000	\$12,112,000	\$12,005,000
Operating Expenditures:						
Salaries/Wages/Benefits Expenditures						
Salaries & Wages	\$ 3,140,514	\$ 2,950,445	\$ 3,571,141	\$ 3,200,000	\$ 3,415,000	\$ 3,415,000
Benefits-Current Employees	1,638,759	1,477,147	1,727,008	1,599,000	1,702,000	1,702,000
Benefits-Retired/Former Emp	190,209	147,951	152,157	153,000	153,000	153,000
Salary/Wages/Benefits Sub-total	4,969,482	4,575,543	5,450,306	4,952,000	5,270,000	5,270,000
Non-Personnel Expenditures						
Payments to Other Agencies	69,000	59,037	70,000	70,000	65,000	65,000
Utilities	355,000	415,357	506,000	350,000	438,000	438,000
Contract Services	423,000	565,647	611,500	580,000	623,000	623,000
Legal	484,000	333,458	484,400	550,000	505,000	505,000
Property/Liability Insurance	114,000	92,937	114,200	108,000	112,000	112,000
Repairs & Maint- Routine	209,500	130,448	277,700	278,400	294,000	294,000
Office/Equipment Rentals	91,500	91,500	98,400	94,800	100,000	100,000
Information Technology	236,000	142,094	167,700	108,000	118,000	118,000
Financial Service Fees	61,200	62,985	73,300	73,700	78,000	78,000
Operating Expenses	203,250	191,161	184,600	213,100	215,000	215,000
Travel and Training	57,000	53,454	56,300	46,000	53,000	53,000
Advertising and Promotion	16,000	15,553	20,400	30,400	30,000	30,000
Personnel Administration	28,000	2,953	17,100	39,500	42,000	42,000
Vessel Destruction	110,000	146,861	200,000	200,000	200,000	200,000
Memberships & Subscriptions	10,000	17,541	20,300	32,400	35,000	35,000
Claims Settlement	10,000	-	10,000	275,000	100,000	100,000
Bad Debts	50,000	79,118	101,600	57,400	62,000	62,000
Miscellaneous Expend.	12,250	14,252	16,700	6,000	10,000	10,000
Non-Personnel Expend Sub-total	2,539,700	2,414,356	3,030,200	3,112,700	3,080,000	3,080,000
Total Operating Expenditures	\$ 7,509,182	\$ 6,989,899	\$ 8,480,506	\$ 8,064,700	\$ 8,350,000	\$ 8,350,000
Revenues less Expenditures	\$ 3,578,040	\$ 4,783,624	\$ 3,670,739	\$ 3,761,300	\$ 3,762,000	\$ 3,655,000
One-time Revenues(Expenditures)						
Election Costs (every other year)	-	-	\$ (830,000)	\$ (850,000)	-	-
Non-Operating Grants & Reimbursements	-	-	1,000,000	-	-	-
CalPERS Liability Payment	-	-	(2,300,000)	(2,300,000)	-	-
Increase(Decrease) to Working Capital	\$ 3,578,040	\$ 4,783,624	\$ 1,540,739	\$ 611,300	\$ 3,762,000	\$ 3,655,000

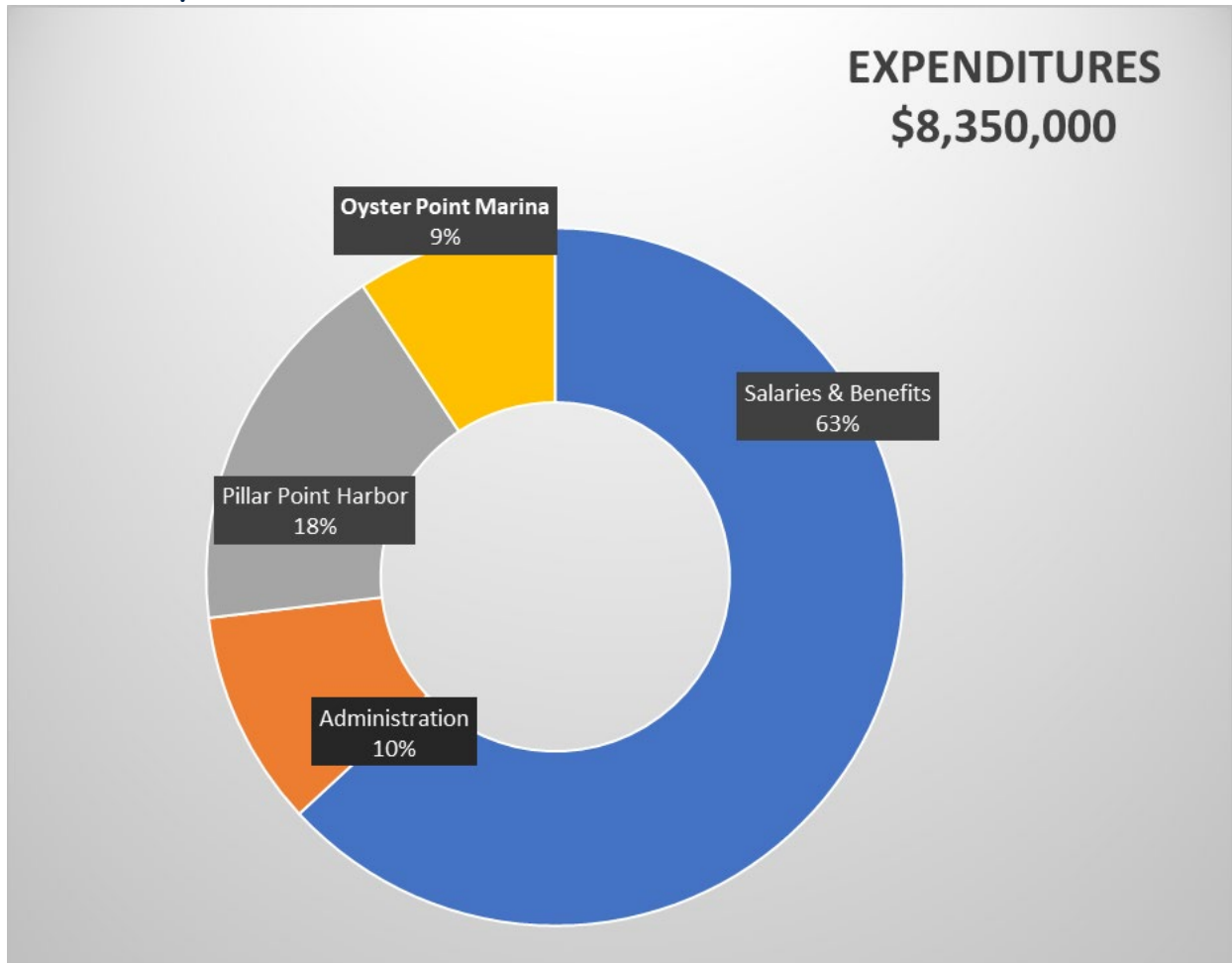


District Revenue





District Expenditures



The above chart shows the percentage of expenditures spent on Salaries/Wages & Benefits and Non-Personnel Expenditures for each of the three District departments.

Budget by Department



Department Summary

Administration Department-

The Administration Department includes five elected Harbor Commissioners and 13 full-time positions and are responsible for the following duties and tasks:

Elected Harbor Commissioners:

- Adopts a Mission Statement and establishes goals, objectives, and priorities for the District.
- Appoints, evaluates, and terminates General Manager.
- Adopts an annual budget.
- Adopts ordinances to provide legal foundation of District operations.
- Represents the District, stakeholders, and general public.
- Adopts policies.

General Manager:

- Plans, organizes, coordinates and directs the activities of the District.
- Prepares, reviews, and makes recommendations regarding issues for Board consideration and action.
- Appoints, evaluates and terminates management staff.
- Oversees preparation of annual budget.
- Provides direction and leadership by setting organizational standards and objectives.

Administration & Operations:

- Responsible for administrative, business, and fiscal functions, including finance/accounting, human resources, purchasing, information technology, risk management, contract management, public information, grant management, and real property management.

Operations:

- Responsible for operations and maintenance of the District's two marinas, develops and implements sound management approaches for the publicly owned land and facilities under lease, and generates optimal utilization of marine recreational operations and activities at the marinas.
- Plans and coordinates capital projects, maintenance work, and environmental compliance reporting.
- Manages construction projects.



Department Summary- continued

Pillar Point Harbor Department and Oyster Point Marina Department-

The Pillar Point Harbor Department includes 16 full-time positions and the Oyster Point Marina Department includes 11 full-time positions and are responsible for the following at their respective locations:

- Serve the public by providing berthing and support for pleasure and commercial craft.
- Ensure that the harbor/marina is maintained in safe and clean condition.
- Act as a liaison with outside agencies including but not limited to California Division of Boating and Waterways, U.S. Coast Guard, local law enforcement, yacht clubs, and other groups who may use District facilities.
- Plan, evaluate, and direct the maintenance of docks, piers, vehicles, vessels and equipment.
- Respond to emergency and/or severe weather situations to protect the public, staff, vessels, District assets, and other property as necessary.
- Enforce District ordinances and policies, and State of California boating laws.
- Provide information and other customer service to tenants, lessees and harbor visitors.



Administration

	Last Year 2017/18		Current Year 2018/19		Fiscal Year 2019/20	
	Revised Budget	Actual	Revised Budget	Projected	Preliminary Budget	Final Budget
Non-Operating Revenues:						
Property Taxes	\$ 6,500,000	\$ 7,006,800	\$ 7,140,000	\$ 7,140,000	\$ 7,285,000	\$ 7,285,000
Interest Income	53,300	235,347	186,245	300,000	275,000	275,000
Miscellaneous Revenues	5,000	39,031	-	-	-	-
Total Non-Operating Revenues	6,558,300	7,281,178	7,326,245	7,440,000	7,560,000	7,560,000
Total Revenues	\$ 6,558,300	\$ 7,281,178	\$ 7,326,245	\$ 7,440,000	\$ 7,560,000	\$ 7,560,000
Operating Expenditures:						
Salaries/Wages/Benefits Expenditures						
Salaries & Wages	\$ 920,466	\$ 856,145	\$ 1,100,397	\$ 991,000	\$ 1,142,000	\$ 1,142,000
Benefits-Current Employees	455,218	389,791	475,574	456,000	525,000	525,000
Benefits-Retired/Former Emp	24,983	15,959	16,635	17,000	17,000	17,000
Salary/Benefits Sub-total	1,400,667	1,261,895	1,592,606	1,464,000	1,684,000	1,684,000
Non-Personnel Expenditures						
Payments to Other Agencies	69,000	59,037	70,000	70,000	65,000	65,000
Contract Services	113,000	125,476	236,500	200,000	210,000	210,000
Legal	424,000	169,526	279,000	120,000	126,000	126,000
Property/Liability Insurance	22,000	40,673	61,800	50,000	53,000	53,000
Repairs & Maint- Routine	3,500	3,032	3,400	3,400	4,000	4,000
Office/Equipment Rentals	91,500	91,500	98,400	94,800	100,000	100,000
Information Technology	147,000	62,080	93,800	48,000	50,000	50,000
Financial Service Fees	2,000	505	700	700	1,000	1,000
Operating Expenses	49,750	31,669	25,100	25,100	26,000	26,000
Travel and Training	27,000	29,784	39,900	26,000	27,000	27,000
Advertising and Promotion	6,000	3,824	4,400	4,400	5,000	5,000
Personnel Administration	6,000	1,295	15,100	35,000	37,000	37,000
Memberships & Subscriptions	9,000	16,353	19,500	30,000	32,000	32,000
Claims Settlement	10,000	-	10,000	275,000	100,000	100,000
Miscellaneous Expend.	750	290	-	-	-	-
Non-Personnel Expend Sub-total	980,500	635,044	957,600	982,400	836,000	836,000
Total Expenditures	\$ 2,381,167	\$ 1,896,939	\$ 2,550,206	\$ 2,446,400	\$ 2,520,000	\$ 2,520,000
Revenues less Expenditures	\$ 4,177,133	\$ 5,384,239	\$ 4,776,039	\$ 4,993,600	\$ 5,040,000	\$ 5,040,000
One-time Revenues(Expenditures)						
Election Costs (every other year)		\$ -	\$ (830,000)	\$ (850,000)	\$ -	\$ -
CalPERS Liability Payment		-	(667,000)	(667,000)	-	-
Increase(Decrease) to Working Capital	\$ 4,177,133	\$ 5,384,239	\$ 3,279,039	\$ 3,476,600	\$ 5,040,000	\$ 5,040,000



Pillar Point Harbor

	Last Year 2017/18		Current Year 2018/19		Fiscal Year 2019/20	
	Revised Budget	Actual	Revised Budget	Projected	Preliminary Budget	Final Budget
Operating Revenues:						
Berth / Slip Fees	\$ 2,069,118	\$ 1,931,592	\$ 1,950,000	\$ 1,950,000	\$ 2,009,000	\$ 2,009,000
Leases and CAPs	450,000	461,374	509,000	430,000	430,000	430,000
Long-Term Lot /Launch Fees	232,118	215,596	234,378	234,000	234,000	234,000
Events	30,000	39,977	50,000	20,000	20,000	20,000
Grants & Reimbursements	55,000	76,587	138,300	138,300	138,300	138,300
Other Operating Revenue	67,000	64,993	74,100	67,000	67,000	67,000
Total Operating Revenues	2,903,236	2,790,119	2,955,778	2,839,300	2,898,300	2,898,300
Non-Operating Revenues:						
Miscellaneous Revenues	-	3,150	10,000	4,000	4,000	4,000
Grants & Reimbursements	-	116,612	-	-	-	-
Total Non-Operating Revenues	-	119,762	10,000	4,000	4,000	4,000
Total Revenues	\$ 2,903,236	\$ 2,909,881	\$ 2,965,778	\$ 2,843,300	\$ 2,902,300	\$ 2,902,300
Operating Expenditures:						
Salaries/Wages/Benefits Expenditures						
Salaries & Wages	\$ 1,339,424	\$ 1,203,533	\$ 1,427,486	\$ 1,313,000	\$ 1,357,000	\$ 1,357,000
Benefits-Current Employees	764,970	667,421	774,065	722,000	746,000	746,000
Benefits-Retired/Former Emp	84,897	74,328	77,000	77,000	77,000	77,000
Salary/Benefits Sub-total	2,189,291	1,945,282	2,278,551	2,112,000	2,180,000	2,180,000
Non-Personnel Expenditures						
Utilities	237,000	268,515	336,200	270,000	284,000	284,000
Contract Services	133,000	246,615	184,000	200,000	210,000	210,000
Legal	33,000	95,655	92,000	340,000	307,000	307,000
Property/Liability Insurance	56,000	23,377	23,300	26,000	27,000	27,000
Repairs & Maint- Routine	120,000	67,103	169,100	200,000	210,000	210,000
Information Technology	60,000	48,087	40,600	32,000	34,000	34,000
Financial Service Fees	37,800	34,461	43,900	46,000	48,000	48,000
Operating Expenses	102,300	106,956	104,700	128,000	134,000	134,000
Travel and Training	16,000	10,979	4,700	12,000	13,000	13,000
Advertising and Promotion	5,000	8,214	8,000	20,000	21,000	21,000
Personnel Administration	8,000	222	500	3,000	3,000	3,000
Vessel Destruction	55,000	96,691	138,300	138,300	138,300	138,300
Memberships & Subscriptions	500	338	400	2,000	2,000	2,000
Bad Debts	25,000	52,066	90,200	32,000	34,000	34,000
Miscellaneous Expend.	9,500	6,005	500	2,000	2,000	2,000
Non-Personnel Expend Sub-total	898,100	1,065,284	1,236,400	1,451,300	1,467,300	1,467,300
Total Expenditures	\$ 3,087,391	\$ 3,010,566	\$ 3,514,951	\$ 3,563,300	\$ 3,647,300	\$ 3,647,300
Revenues less Expenditures	\$ (184,155)	\$ (100,685)	\$ (549,173)	\$ (720,000)	\$ (745,000)	\$ (745,000)
One-time Revenues(Expenditures)						
Non-Operating Grants & Reimbursements	-	-	1,000,000	-	-	-
CalPERS Liability Payment	-	-	(938,400)	(938,400)	-	-
Increase(Decrease) to Working Capital	\$ (184,155)	\$ (100,685)	\$ (487,573)	\$ (1,658,400)	\$ (745,000)	\$ (745,000)



Oyster Point Marina

	Last Year 2017/18		Current Year 2018/19		Fiscal Year 2019/20	
	Revised Budget	Actual	Revised Budget	Projected	Preliminary Budget	Final Budget
Operating Revenues:						
Berth / Slip Fees	\$ 1,380,098	\$ 1,326,254	\$ 1,377,000	\$ 1,311,000	\$ 1,418,000	\$ 1,311,000
Leases and CAPs	139,000	170,517	102,000	122,000	122,000	122,000
Long-Term Lot /Launch Fees	13,588	22,489	15,622	16,000	16,000	16,000
Events	-	(750)	2,000	2,000	2,000	2,000
Grants & Reimbursements	55,000	42,501	336,700	61,700	61,700	61,700
Other Operating Revenue	33,000	31,714	25,900	30,000	30,000	30,000
Total Operating Revenues	1,620,686	1,592,725	1,859,222	1,542,700	1,649,700	1,542,700
Non-Operating Revenues:						
Misc. Rev./(Exp.)	5,000	(12,753)	-	-	-	-
Grants & Reimbursements	-	2,492	-	-	-	-
Total Non-Operating Revenues	5,000	(10,261)	-	-	-	-
Total Revenues	\$ 1,625,686	\$ 1,582,464	\$ 1,859,222	\$ 1,542,700	\$ 1,649,700	\$ 1,542,700
Operating Expenditures:						
Salaries/Wages/Benefits Expenditures						
Salaries & Wages	\$ 880,624	\$ 890,767	\$ 1,043,258	\$ 896,000	\$ 916,000	\$ 916,000
Benefits-Current Employees	418,571	419,935	477,369	421,000	431,000	431,000
Benefits-Retired/Former Emp	80,329	57,664	58,522	59,000	59,000	59,000
Salary/Benefits Sub-total	1,379,524	1,368,366	1,579,149	1,376,000	1,406,000	1,406,000
Non-Personnel Expenditures						
Utilities	118,000	146,842	169,800	80,000	154,000	154,000
Contract Services	177,000	193,556	191,000	180,000	203,000	203,000
Legal	27,000	68,277	113,400	90,000	72,000	72,000
Property/Liability Insurance	36,000	28,887	29,100	32,000	32,000	32,000
Repairs & Maint- Routine	86,000	60,313	105,200	75,000	80,000	80,000
Information Technology	29,000	31,927	33,300	28,000	34,000	34,000
Financial Service Fees	21,400	28,019	28,700	27,000	29,000	29,000
Operating Expenses	51,200	52,536	54,800	60,000	55,000	55,000
Travel and Training	14,000	12,691	11,700	8,000	13,000	13,000
Advertising and Promotion	5,000	3,515	8,000	6,000	4,000	4,000
Personnel Administration	14,000	1,436	1,500	1,500	2,000	2,000
Vessel Destruction	55,000	50,170	61,700	61,700	61,700	61,700
Memberships & Subscriptions	500	850	400	400	1,000	1,000
Bad Debts	25,000	27,052	11,400	25,400	28,000	28,000
Miscellaneous Expend.	2,000	7,957	16,200	4,000	8,000	8,000
Non-Personnel Expend Sub-total	661,100	714,028	836,200	679,000	776,700	776,700
Total Expenditures	\$ 2,040,624	\$ 2,082,394	\$ 2,415,349	\$ 2,055,000	\$ 2,182,700	\$ 2,182,700
Revenues less Expenditures	\$ (414,938)	\$ (499,930)	\$ (556,127)	\$ (512,300)	\$ (533,000)	\$ (640,000)
One-time Revenues(Expenditures)						
CalPERS Liability Payment	-	-	(694,600)	(694,600)	-	-
Increase(Decrease) to Working Capital	\$ (414,938)	\$ (499,930)	\$ (1,250,727)	\$ (1,206,900)	\$ (533,000)	\$ (640,000)



SECTION TWO- FIVE-YEAR CAPITAL IMPROVEMENT PROGRAM

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Five-Year Forecasts

Capital Improvement Program Summary

COST ESTIMATES	FY 2018/19	FY 2019/20	FY 2020/21	FY 2021/22	FY 2022/23	FY 2023/24
Pillar Point Harbor	\$ 1,469,300	\$ 6,789,000	\$ 17,350,000	\$ 3,200,000	\$ 3,250,000	\$ 3,916,000
Oyster Point Marina	88,285	237,800	1,515,000	2,900,000	2,000,000	200,000
Administration	1,300,000	480,000	2,460,000	-	-	-
TOTAL	\$ 2,857,585	\$ 7,506,800	\$ 21,325,000	\$ 6,100,000	\$ 5,250,000	\$ 4,116,000
FUNDING SOURCES	FY 2018/19	FY 2019/20	FY 2020/21	FY 2021/22	FY 2022/23	FY 2023/24
FEMA Funding	\$ 59,500	\$ 427,000	\$ -	\$ -	\$ -	\$ -
DBW Grant	-	800,000	-	-	-	450,000
OPC Grant	75,000	-	-	-	-	-
Grants (TBD)	-	-	7,000,000	-	-	-
Working Capital	2,723,085	6,279,800	14,325,000	4,411,681	2,783,492	3,005,562
Funding (TBD)	-	-	-	1,688,319	2,466,508	660,438
TOTAL	\$ 2,857,585	\$ 7,506,800	\$ 21,325,000	\$ 6,100,000	\$ 5,250,000	\$ 4,116,000

Working Capital

SOURCES (USES)	FY 2018/19	FY 2019/20	FY 2020/21	FY 2021/22	FY 2022/23	FY 2023/24
Working Capital- Beginning Balance	\$ 18,434,636	\$ 14,250,403	\$ 12,048,051	\$ 1,694,831	\$ 1,258,081	\$ 1,287,954
Operating Revenue	4,382,000	4,441,000	4,574,000	4,711,220	4,852,557	4,998,133
Non-Operating Revenue	7,444,000	7,564,000	7,715,280	7,869,586	8,026,977	8,187,517
Salaries/Wages & Benefits	(4,952,000)	(5,270,000)	(5,533,500)	(5,810,175)	(6,100,684)	(6,405,718)
Non-Personnel Expenditures	(3,112,700)	(3,080,000)	(3,234,000)	(3,395,700)	(3,565,485)	(3,743,759)
One-Time/Biennial	(3,150,000)	-	(600,000)	-	(400,000)	-
Annual Increase in Working Capital	611,300	3,655,000	2,921,780	3,374,931	2,813,365	3,036,173
Working Capital used for CIP	(2,723,085)	(6,279,800)	(14,325,000)	(4,411,681)	(2,783,492)	(3,005,562)
Encumbrances	(2,072,448)	(1,650,000)	(600,000)	-	-	-
Encumbrances Released	-	2,072,448	1,650,000	600,000	-	-
TOTAL ENDING WORKING CAPITAL	\$ 14,250,403	\$ 12,048,051	\$ 1,694,831	\$ 1,258,081	\$ 1,287,954	\$ 1,318,565

Beginning in FY 2021/22, the total ending Working Capital Balances equals 10% of the projected annual revenues. This amount is to be held in reserves as required by the District's Reserve Policy 4.4.3. These reserves constitute the District's contingency and emergency reserves.

The five-year Working Capital projection assumes annual increases as follows: 1) Operating Revenues 3%, 2) Non-Operating Revenues 2%, 3) Salary/Wages & Benefits 5%, and 4) Non-Personnel Expenditures 5%.

The amount shown for One-time/biennial in FY 2018/19 includes \$2,300,000 for paying down the CalPERS unfunded long-term retirement liability and \$850,000 in election costs. The FY 2020/21 and FY 2022/23 include estimates of the biennial election costs. This cost is expected to be less in future years due to the District moving towards districted elections.

Encumbrances is a reserve of funds set aside for a particular contract. See page 37 for details.



Five-Year CIP Detail

PILLAR POINT HARBOR		FY 2018/19	FY 2019/20	FY 2020/21	FY 2021/22	FY 2022/23	FY 2023/24
Johnson Pier Terminus Repairs							
Design/Engineering	\$ 10,000	\$ 32,000					
Construction		500,000					
Johnson Pier Terminus/Fuel Dock /H Dock							
Design/Engineering	170,000	1,280,000					
Construction			14,000,000				
Grant (TBD)			(7,000,000)				
Johnson Pier G Dock							
Design/Engineering			200,000				
Construction				3,000,000			
Johnson Pier F Dock							
Design/Engineering				200,000			
Construction					3,000,000		
Johnson Pier E Dock							
Design/Engineering						200,000	
Construction							3,000,000
Fishing Pier							
Design/Engineering	50,000						
Construction		1,000,000					
West Trail							
Design/Engineering	76,000	618,000					
Construction		750,000	750,000				
Launch Ramp Dredging							
Permitting/Bid Docs	59,500	27,000					
Dredging		400,000					
FEMA Funding	(59,500)	(427,000)					
Harbormaster Bldg.							
CDP/Bid Docs	50,000						
Construction		300,000					
Parking Lot B, C2, C3							
Design/Engineering		50,000					
Construction			400,000				
Launch Ramp Impr./Restroom/Boat Wash							
Design/Engineering		200,000					
Construction			1,500,000				
Surfers Beach Restoration							
Design/Engineering	104,000	107,000					
Construction		1,500,000	500,000				
OPC Grant Funding	(75,000)						
DBW Grant Funding		(800,000)					
Vehicles/Vessels							
Trucks						50,000	
All-Terrain Vehicle		25,000					
Rescue Vessel							900,000
DBW Grant Funding							(450,000)
Golf Carts (2)							16,000
Two PWCs (purchased)	27,500						
Completed Projects							
Lessee Sidewalk	448,000						
Romeo Pier Demo	460,500						
Transformers A-C	13,800						
TOTAL PILLAR POINT HARBOR	\$ 1,334,800	\$ 5,562,000	\$ 10,350,000	\$ 3,200,000	\$ 3,250,000	\$ 3,466,000	



Five-Year CIP (continued)

OYSTER POINT MARINA		FY 2018/19	FY 2019/20	FY 2020/21	FY 2021/22	FY 2022/23	FY 2023/24
Dock 12							
	Design/Engineering		\$ 200,000				
	Construction			1,400,000	600,000		
Dock 13							
	Design/Engineering				200,000		
	Construction					2,000,000	
Dock 14							
	Design/Engineering						200,000
	Construction						
Evaluation of Dock 16 in Accordance with MOU					100,000		
40k sq. ft. Parcel Building							
	Design/Engineering			100,000			
	Construction				2,000,000		
Vehicles/Vessels							
	Repower Challenger	4,200	37,800				
	Electric Golf/Dump Cart			15,000			
Completed Projects							
	Bait Shop Building	26,983					
	Transformers Dock 1-6	57,102					
TOTAL OYSTER POINT MARINA		\$ 88,285	\$ 237,800	\$ 1,515,000	\$ 2,900,000	\$ 2,000,000	\$ 200,000
ADMINISTRATION		FY 2018/19	FY 2019/20	FY 2020/21	FY 2021/22	FY 2022/23	FY 2023/24
Admin Office/Land Purchase		\$ 1,300,000					
	Design/Engineering		80,000				
	Construction			2,000,000			
Enterprise Resource Planning System							
	Consulting Services		400,000	400,000			
	Software Price			60,000			
TOTAL ADMINISTRATION		\$ 1,300,000	\$ 480,000	\$ 2,460,000	\$ -	\$ -	\$ -
SUMMARY		FY 2018/19	FY 2019/20	FY 2020/21	FY 2021/22	FY 2022/23	FY 2023/24
Pillar Point Harbor		\$ 1,334,800	\$ 5,562,000	\$ 10,350,000	\$ 3,200,000	\$ 3,250,000	\$ 3,466,000
Oyster Point Marina		88,285	237,800	1,515,000	2,900,000	2,000,000	200,000
Administration		1,300,000	480,000	2,460,000	-	-	-
TOTAL		\$ 2,723,085	\$ 6,279,800	\$ 14,325,000	\$ 6,100,000	\$ 5,250,000	\$ 3,666,000

The above summary information presents total estimated costs (uses) net of grants/funding (sources).



2019/20 CIP- Oyster Point Marina



The Challenger was purchased in 2004 and requires the replacement of the two fifteen year old outboard engines.

Purchase & Installation	\$37,800
Working Capital	\$(37,800)



In accordance with the 2018 MOU, the District is required to replace Docks 12, 13, & 14 and evaluate Dock 16. For the 2019/20 Fiscal Year the following costs are estimated.

Dock 12 Design/Engineering	\$200,000
Working Capital	\$(200,000)



In accordance with the 2011 Joint Powers Agreement modification, the District is entitled to 40,000 s.f. of development for District use when the Development Project conveyance occurs. The District anticipates a need for professional planning, specifications and engineering to help develop this parcel to its full potential.

This project is expected to be started in FY 2020/21.



2019/20 CIP- Pillar Point Harbor



Surfers Beach

District Consultant is working closely with staff and other agencies to move this project forward. A DBW grant was approved by the Board on 5/23/18 to partially fund this project. Technical Specifications and permitting is in progress.

Design/Engineering	\$107,000
Construction	\$1,500,000
DBW Grant	\$(800,000)
Working Capital	\$(807,000)



Fishing Pier Repair

The PPH Fishing Pier has suffered substantial erosion in places along its breakwater foundation support. Rip rap must be replaced before structural damage occurs. The decking and safety hand railings around the circumference of the pier will also be repaired and/or replaced to become ADA compliant.

Construction	\$1,000,000
Working Capital	\$(1,000,000)



**Launch Ramp Restroom/
Boat Wash/ Ramp
Improvements**

The restrooms at the PPH launch ramp improvements are over 20 years old and are in poor condition. The restroom building is of modular construction and due to its poor condition, it is most cost effective to replace the entire building. A Consultant is working on design, engineering and permitting for the replacement.

Design/Engineering	\$200,000
Working Capital	(\$200,000)



Launch Ramp Dredging

This project was initiated in 2016 and approved for Disaster Relief Funding by FEMA/CalOES. The FAA approved a staging site within the airport boundary. Bid documents are being evaluated.

Permitting/Bid Docs	\$27,000
Dredging	\$400,000
FEMA/CalOES	\$(427,000)



Harbormaster Building

This project was approved by the Board at a Dec 2017 meeting. Preliminary construction drawings are expected to be completed and an Invitation to Bid will be released. A CCC/CDP waiver has been approved.

Construction	\$300,000
Working Capital	\$(300,000)



West Trail Erosion Protection

The PPH West Trail and adjacent bluffs have sustained substantial erosion. The District is investigating beach nourishment alternatives with an emphasis on Living Shoreline options. District Consultant is working with Program Manager on Coastal Conservancy grant funding.

Design/Engineering	\$618,000
Construction	\$750,000
Working Capital	\$(1,368,000)

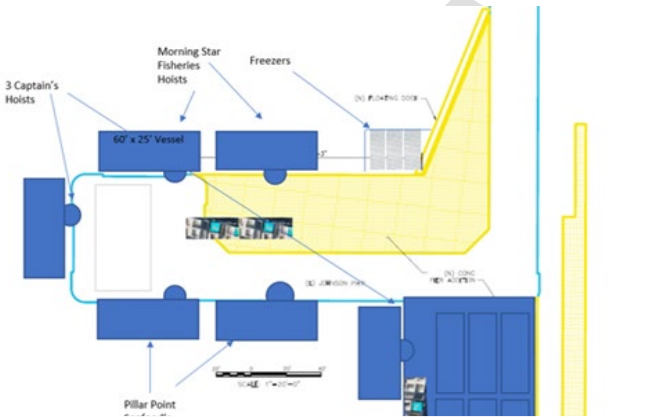


Parking Lots B, C2, C3

Slurry & stripe parking Lots B, C2 & C3. Polices for RV use in parking lot is expected to be vetted before this project will be started.

Design/Engineering \$50,000
Working Capital \$(50,000)

Deleted picture of H-Dock- combined with Project below



Johnson Pier Terminus & Fuel Dock Replacement

Design/Engineering consultant has been hired to work on the Johnson Pier Terminus, Fuel Dock Replacement and H-Dock Replacement. The projects have been combined so that programmatic permitting is cost efficient. Consultant will also assist in developing grant opportunities.

Design/Engineering \$1,280,000
Working Capital \$(1,280,000)



CIP Appropriations & Estimated Encumbrance Re-appropriations

Capital Improvement Projects typically take longer than a fiscal period to complete. The Harbor Commission approves capital project contracts for design/engineering services and construction throughout the fiscal year. Finance staff sets aside District resources to fund the contract by entering an encumbrance (purchase order) into the accounting system. At the end of a fiscal year there are open contracts for projects that have not been completed. The last column of the following list represents the **estimated** outstanding balance \$(2,072,448) of each of the projects listed. Upon adoption of the Final Capital Improvement Program, **the Harbor Commission approves the re-appropriation of the actual encumbrance amount outstanding.**

For example, the design/engineering phase of the Johnson Pier Pile Repairs may be completed by June 30, 2019 and the actual open amount may be \$0 instead of \$32,000. The Harbor Commission's approval for re-appropriation of encumbrances for this project in FY 2019/20 would be \$0.

In addition, **with the adoption of the CIP, the Harbor Commission approves appropriations of \$200,000.** The appropriations will be used at the discretion of the General Manager for the repowering of the Harbor Patrol Boat at OPM, the purchase of an all-terrain vehicle at PPH, and any contracts that meet the definition of a Capital Asset and are within the General Manager's purchasing authority of \$25,000.

All other CIP appropriations will be approved when the Harbor Commission approves a CIP contract.

Estimated Encumbrances to be Re-appropriated

Project	Approval Date(s)	Contractor	Original Contract	Change Orders	Total Contract	Estimated Spending thru 6/30/19	Estimated Encumbrance Re-appropriation
West Trail Erosion Protection	04/04/16 11/01/17 04/17/19	GHD, Inc	\$184,086	\$249,722 \$618,145	\$1,051,953	\$433,713	\$618,240
Surfers Beach Replenishment	11/16/17 04/17/19	Damitz	\$50,000	\$56,000	\$106,000	\$66,000	\$40,000
Surfers Beach Replenishment	09/19/18	Environmental Science	\$105,000	-	\$105,000	\$38,000	\$67,000
Surfers Beach Replenishment	04/11/19	Kinetic Labs	\$15,080		\$15,080	\$7,080	\$8,000
Johnson Pier Pile Repairs	03/20/19	Moffatt & Nichol	\$42,300	-	\$42,300	\$10,300	\$32,000
PPH RV Park Restroom	04/11/19	Matthews Architects	\$13,000	-	\$13,000	\$13,000	-
PPH Office Remodel	12/20/17	Matthews Architects	\$34,100	-	\$34,100	\$34,100	-
Johnson Pier & H-Dock Replacement	03/15/17 03/20/19	Moffatt & Nichol	\$143,700	\$1,318,000	\$1,461,700	\$181,492	\$1,280,208
Launch Ramp Dredge	01/18/17	Moffatt & Nichol	\$24,900	-	\$24,900	\$24,900	-
Launch Ramp Dredge	01/18/17 04/17/19	Damitz	\$13,993	\$47,700	\$61,693	\$34,693	\$27,000
Fishing Pier Rehab	10/18/17	Moffatt & Nichol	\$82,600	-	\$82,600	\$82,600	-
TOTAL ESTIMATED RE-APPROPRIATION							\$2,072,448



SECTION THREE- POLICIES & DEFINITIONS

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District Policies and Guidelines

Reserve Policy

The District's reserve policy establishes a minimum level at which the District's reserve balance is to be maintained. The District believes that sound financial management principles include anticipating and preparing for future funding requirements as well as unforeseen and unexpected emergencies, disasters, and/or other events. The limits defined in the District's Reserve Policy is intended to "maintain a prudent level of financial resources to protect against reducing service levels or raising fees because of the temporary revenue shortfalls or unpredicted one-time expenditures" (recommended Practice 4.1 of the National Advisory Council on State and Local Budgeting). In addition, this policy is intended to document the appropriate Reserve level to protect the District's credit worthiness.

The term "Reserve" in this instance refers only to the portion of Working Capital that is intended to provide stability and respond to unplanned events or opportunities. The term "Working Capital" is an accounting term defined as current assets less current liabilities in Enterprise funds.

The District will maintain a minimum "unassigned reserves" of 10% of annual revenue projections or \$1,200,500 for 2019/20 Budget Year per Reserve Policy 4.4.3.

Investment Policy

The District's Investment Policy is in compliance with California Government Code 53600. When investing, reinvesting, purchasing, acquiring, exchanging, selling and managing public funds, the primary objectives of the investment activities, in priority order, shall be:

- **Safety:** Safety of principal is the foremost objective of the investment program. Investments of the District shall be undertaken in a manner that seeks to ensure the preservation of the capital in the overall portfolio. To attain this objective, diversification is required so that potential losses on individual securities do not exceed the income generated from the remainder of the portfolio.
- **Liquidity:** The investment portfolio will remain sufficiently liquid to enable the District to meet all the operating requirements, which might be reasonably anticipated.
- **Return on Investments:** The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the investment risk constraints and the cash flow characteristics of the portfolio.



Debt Management Policy, Capacity, and Issuance

The District will be fiscally prudent and in compliance with state and federal law. California Harbors and Navigation Code Section 6077 prescribes that the bonded indebtedness of the District not exceed 15% of the assessed value of property within the District. To issue bonds that require additional property tax assessments, the bond proposition must pass with two-thirds of the voting electors approving such proposition. Since the District's boundaries are the same as the San Mateo County's boundaries, the District uses the County's gross assessed value of property for July 1, 2018 through June 30, 2019, of about \$211.2 billion (per County's Tax Rate Book), making the debt limit approximately \$31.7 billion.

DRAFT



Definitions & Abbreviations

Accrual Accounting: A method of accounting that recognizes expenses when incurred and revenues when earned, rather than when payment is made or received.

Adopted Budget: The budget that is approved and enacted by the Harbor Commission on or before June 30th.

Appropriation: The allocation of funding for Salaries/Wages & Benefits expenditures, Non-Personnel expenditures, and for Capital Project expenditures. A budgetary term used for Harbor Commission approved expenditures.

Balanced Budget: A balanced budget exists when total projected revenues are equal to, or greater than, total projected operating expenditures.

California Coastal Commission (CCC): California State agency with regulatory oversight over land use and public access in the California coastal zone.

California Coastal Development Permit (CDP): A development permit issued by the CCC in the coastal zone.

California Division of Boating and Waterways (DBW): A division of the State of California Parks Department which provides funding for Harbor and Marina activities.

California Office of Emergency Services (CalOES): California Governor's Office agency that oversees and coordinates emergency preparedness, response, recovery, and homeland security activities within the state.

California Public Employees' Retirement System (CalPERS): The nation's largest public pension fund that delivers retirement and health care benefits to the District employees, retirees, and their beneficiaries.

Capital Asset: Assets such as land, structures, improvements, furniture and/or equipment, vehicles, vessels that are expected to last and/or be used for more than one year. The District defines capital assets as a value of \$10,000 or more and a useful life of 5 years or more.

Capital Improvement Program (CIP): The District's plan for current and future projects related to the acquisition, expansion, or rehabilitation of land, buildings, equipment, and other public infrastructure.

Depreciation: Depreciation Expense is recorded in the District's Audited Financial Reports on an annual basis. This amount represents an allocation of an asset's original cost over the life of the asset. Accumulated depreciation is the accumulation of annual expense of an asset from the time asset was acquired up to a single point in the asset's useful life.

Federal Aviation Administration (FAA): A federal government agency that regulates all aspects of civil aviation in the nation.

Federal Emergency Management Agency (FEMA): A part of the U.S. Department of Homeland Security that provides funding to help people before, during, and after disasters.

Generally Accepted Accounting Principles (GAAP): GAAP is a combination of authoritative standards (set by policy boards) and the commonly accepted ways of recording and reporting accounting information. GAAP improves the clarity of the communication of financial information.

Governmental Fund: Funds generally used to account for tax-supported activities. The District records property tax revenue in the Enterprise Fund.



Encumbrances: Commitments related to unfilled contracts for goods and services including purchase orders.

Encumbrance Accounting: Purpose is to prevent further expenditure of funds in light of commitments already made.

Enterprise Funds: Funds to account for services that are provided to the public on a user charge basis, similar to the operation of a commercial business. The District accounts for financial transactions in an Enterprise Fund. Focuses on long-term economic resources.

Expenditures: Term used for money going out from a governmental entity to pay for the services or functions and facilities that the entity provides to the public. It is used for modified accrual accounting while the term Expense is used for full accrual accounting.

Fiscal Year (FY): A 12-month period of time to which the annual budget applies. The District's fiscal year begins on July 1st and ends on June 30th.

Memorandum of Understanding (MOU): Generally used to describe a written agreement between two government entities or between a government entity and an employee union.

Net Pension Liability (NPL): The amount by which the total pension liability exceeds the pension plan's net assets.

Net Position: The residual of all other financial statement elements presented in a statement of financial position.

Operating Budget: Focuses on one fiscal year and on-going activities of the District.

Oyster Point Marina (OPM): A recreational marina, public beach, and bayside park located in the City of South San Francisco. The District operates OPM under a Memorandum of Understanding with South San Francisco, which owns the facility.

Pillar Point Harbor (PPH): A commercial fishing harbor that also supports sport fishing and recreational boating located in and adjacent to the Pacific Ocean. PPH is owned and operated by the District.

Special District Leadership Foundation (SDLF): A California 501 (c) (3) organization formed to promote and recognize excellence in the governance and management of special districts.

Working Capital: Working Capital is an Enterprise Fund's functional equivalent of unrestricted fund balance in a Governmental Fund. Working Capital is calculated as Current Assets minus Current Liabilities equals Working Capital.



Staff Report

TO: Board of Harbor Commissioners

FROM: Julie van Hoff, Director of Administrative Services
Boomer Henthorne, Accounting Manager

DATE: May 20, 2019

SUBJECT: Rates and Fees Effective July 1, 2019 and Subsequent Adjustments by Consumer Price Index

Recommendation/Motion:

Motion: Approve rates and fees amended to reflect increases of 3.9% which is equal to the annual average increase in the 2018 Consumer Price Index (CPI) for San Francisco- Oakland- Hayward All Urban Consumers (Index 1982-1984=100) and other changes as proposed.

https://data.bls.gov/timeseries/CUURS49BSA0&output_view=pct_12mths

Policy Implications:

Harbors and Navigation Code 6079 states that “the board shall by ordinance fix the rate of wharfage charges and other charges which are appropriate for the use of any of the Facilities owned and constructed, or services furnished or provided by the District.”

The District’s Code of Ordinances Section 5.15.010 Rates and Fees-Generally states “The Board of Harbor Commissioners shall from time to time establish by resolution of the Board a rates and fees schedule applicable to each class or type of lease, license, business operation or commercial activity conducted in, or on or from the property of the District.”

Fiscal Implications/Budget Status:

It is estimated that Berth/Slip Fee revenues will increase by \$59,000 in FY 2019/20. This is a conservative increase due to the unknown impact of the construction project at Oyster Point Marina.

Alternatives:

No action.

Background/Overview:

The Harbor Commission approved changes to the Rates and Fees Schedule on June 21, 2017 for Fiscal Year (FY) 2017/18. The Harbor Commission also approved increasing Rates and Fees by the CPI in all subsequent years. In FY 2018/19 the rates were increased by the published CPI of 3.2%.

The majority of the Rates and Fees on the proposed attached schedules represent an increase by the published CPI of 3.9% except as follows:

- 1) The proposed rates for Pillar Point Harbor (PPH) and Oyster Point Marina (OPM) are rounded to the nearest dollar, the rate changes may not be exactly 3.9%. Fees listed that are below \$13 are not increased because the calculated increase is below \$.50 and does not round up. Staff will accumulate annual CPI increases and apply the accumulated rates when it results in an increase.
- 2) The Berthing-Auto Pay Discount sections include language to specify that there will be no auto pay discount for skiff and kayak storage rental and clarifies that the discount is available for slips, anchor outs and mooring balls.
- 3) The Berthing-Advance Pay Discount stipulates that it is only for tenants in good standing.
- 4) The Berthing-Commercial Discount will require proof of current registration with the California Department of Fish & Wildlife.
- 5) The Berthing Security Deposit fee was reduced from two months to one month.
- 6) For PPH, the Berthing-Transient fee is recommended to be increased from \$.80 to \$1.00 per foot or a 25% increase to be in line with market rates. OPM's rate is recommended to increase by the CPI which is in line with market rates for the bayside marinas.
- 7) The Late Charge stated that is for monthly berthing rentals. Staff recommends that any fee that is not paid on time be susceptible to a late charge.
- 8) The availability of future Live Aboard Permits will be subject to a 10% live aboard limit at each Harbor. Pillar Point Harbor is slightly greater than the 10% limit and will be reduced through attrition.
- 9) Certain fees that are listed and not used or are not available are recommended to be deleted.
- 10) Some fees are recommended to stay the same such as CEQA & NEPA charges and crab pot staging.
- 11) The Fee Schedule for Permitted Events has not been increased since 2015. Therefore, the proposed rates are increased by 10.1% which is equal to the accumulated CPI of 3.0% in 2016, 3.2% in 2017, and 3.9% in 2018. Rates are rounded up to the nearest \$5.00 and therefore may not equal a 10.1% increase.

Attachments:

1. [Proposed Rates and Fees Schedule - Pillar Point Harbor](#)
2. [Proposed Rates and Fees Schedule - Oyster Point Marina](#)
3. [Proposed Permit Fee Schedule](#)

San Mateo County Harbor District

Pillar Point Harbor

Rates and Fees Schedule

Effective: July 1, 2019~~18~~ - June 30, 2020~~19~~

Service	Pillar Point Harbor (PPH)		
Anchor Out - Registration, after 7 days	\$7.00 7 per day		
Berthing - Transfer Fee	\$32.00 fee per vessel transferred. Customer Initiated.		
Berthing - Waiting List	\$ 27.00 <u>28.00</u> annual fee. Must be paid annually to maintain position on wait list.		
Berthing - Monthly Rates	<u>Size</u>	<u>Dock D - H</u>	<u>Dock A - C</u>
Vessels will be charged based on the size of the berth unless the vessel exceeds the length of the berth, in which case the vessel will be charged the fee for a berth that is large enough to fully accommodate the vessel.	30'	\$301.00 <u>\$290.0</u>	\$324.00 <u>\$312.0</u>
	35'	\$347.00 <u>\$334.0</u>	\$370.00 <u>\$356.0</u>
	40'	\$395.00 <u>\$380.0</u>	\$416.00 <u>\$400.0</u>
	45'	\$447.00 <u>\$430.0</u>	\$469.00 <u>\$451.0</u>
	50'	\$487.00 <u>\$469.0</u>	\$509.00 <u>\$490.0</u>
	55'	\$533.00 <u>\$513.0</u>	\$556.00 <u>\$535.0</u>
	65'	\$603.00 <u>\$627.0</u>	\$647.00 <u>\$623.0</u>
	65'+	\$10.00 <u>\$9.29/ft</u>	\$10.00 <u>\$9.70/ft</u>
Skiffs	\$58.00 <u>\$56.00</u>	\$103.00 <u>\$99.00</u>	
	*and watercraft 16' and under in approved areas only. No charge for skiff 12' or less owned by the berth renter and contained totally within the berth renter's berth. Multi-hull rate is 150% of the single hull rate. Any vessel that takes up more than 50% of the width of the adjoining slip must pay the rate for both slips.		
Berthing - Auto Pay Discount	\$10.00 per month. includes all slips, anchor outs and mooring balls. <u>Does not include skiffs.</u>		
Berthing - Advance Pay Discount	1 month free with 1 year paid in advance <u>for tenants in good standing.</u>		
Berthing - Commercial Discount	15% discount for full time commercial vessels (applies to monthly berth rentals). *Not retroactive and requires annual application. <u>Need to provide current Fish & Wildlife registration.</u>		
Berthing - Security Deposit	Fee equal to one <u>two</u> month's berthing.		
Berthing - Transient	\$0.80 <u>\$1.00</u> per foot of vessel per day - multi-hulled rate is 150%		

San Mateo County Harbor District

Pillar Point Harbor

Rates and Fees Schedule

Effective: July 1, 20~~19~~¹⁸ - June 30, 20~~20~~¹⁹

Bid Package	District Cost – non-refundable
Boat Wash	\$2.50 per 5 minutes – coin operated – quarters only
California Environmental Quality Act (CEQA) Review – Initial Study	Base fee - \$150.00 Plus District in-house and out of pocket costs
CEQA Review – Negative Declaration	Base fee - \$100.00 Plus District in-house and out of pocket costs
Collections	District Cost
Commercial Activity Permit	\$26858.00 annual fee Veterans may be eligible for waiver of fee, subject to documentation acceptable to the District. Not retroactive. Other fees may apply.
Commercial Services Activity Permit	\$54.00 52.00 annual fee Additional license agreement may be required
Crab Pot Staging Deposit	<p><u>PPH Berthers > 6 months</u> Single Stall - \$300 charge, \$200 refunded if area clear on January 1 or 45 days after start of season. PPH Berthers may pay in two installments.</p> <p>Double Stall - \$400 charge, \$200 refunded if area clear on January 1 or 45 days after start of season. PPH Berthers may pay in two installments.</p> <p><u>Transient Berthers < 6 months</u> Single Stall - \$600 charge, \$300 refunded if area clear on January 1 or 45 days after start of season.</p> <p>Double Stall - \$850 charge, \$425 refunded if area clear on January 1 or 45 days after start of season.</p> <p>If pallets and/or debris are left behind there will be NO REFUND of deposit.</p> <p>Pots may be staged for 30 days after the end of the Season for \$500, but never earlier than January 15 and never past July 15. \$300 will be refunded if area is left clear.</p>
Credit Check/Tenant Screening	District Cost – not to exceed \$54.00 per person
Day Use Parking	As designated at specific locations

San Mateo County Harbor District

Pillar Point Harbor

Rates and Fees Schedule

Effective: July 1, 2019~~18~~ - June 30, 2020~~19~~

Dock Box Rental	Not available
Electricity	Amount, adjusted monthly, equal to amount paid by District for the electricity (including all associated charges and fees).
Emergency Pump-Out Dockside <u>Dewatering</u>	District Cost
Events	See Event Fee Schedule
Faxing Service	\$0.26 per page in/out – minimum \$1.00 fee
Fish Sales Permit – Retail	\$266.00 <u>\$276.00</u> annual fee
Hoist – Public	\$44.00 <u>\$42.00</u> per hour. Fees are prorated for partial hours with a \$10.50 <u>\$11.00</u> minimum
Key Sale	\$11.00 per key
Labor Charge	District Cost
Late Charge – Monthly Berthing Rentals	\$25 minimum per month or 10% per annum, whichever is higher on balances 30 or more days past due.
Launch Ramp – Commercial Use Only	Commercial Activity Permit required
Launch Ramp – Recreational Use Only	\$14.00 <u>\$15.00</u> per launch, in and out. Annual permit \$221 <u>\$13.00</u> valid at all District operated launch ramps. 20% discount on annual permit to Senior vessel owners age 65 or older or 20% discount on annual permit to person with disability displaying disabled placard or plate on towing vehicle.
Live Aboard Permit	\$373.00 <u>\$388.00</u> monthly fee \$373.00 <u>\$388.00</u> security deposit <u>required</u> <u>Availability of permit subject to 10% live aboard limit at Harbor.</u> <u>Eligible for</u> 1 month free with 1 year paid in advance <u>discount</u> . Senior (age 65 and older) discount of \$35.00 <u>per month</u> . Discounts <u>are</u> available at time of request, <u>and</u> eligibility confirmation, <u>and are</u> Not retroactive.

San Mateo County Harbor District

Pillar Point Harbor

Rates and Fees Schedule

Effective: July 1, 2019~~18~~ - June 30, 2020~~19~~

Mailed Notices, including: Postage Individual notices Agendas Minutes Audio Recording	District Cost \$1.00 per page – \$5.00 minimum payable in advance by cash, check or credit card.
Memorial Bench	Not available
Mooring <u>Permit</u> Fee - Active Privately-Owned Mooring	\$1.70 <u>1.77</u> per foot of vessel per month – \$ 531.00 minimum. <u>Governed by District Mooring Policy.</u>
Mooring Fee - District-Owned Mooring	Monthly: \$4.524 <u>4.69</u> per foot of vessel per month – \$ 115 <u>111.00</u> per month minimum with signed agreement Transient: \$11.00 per day
Mooring Permit – Initial One-Time Fee for Issuance of Private Mooring Permit	Governed by District Mooring Policy
National Environmental Policy Act (NEPA) Review – Initial Study	Base fee = \$150.00 Plus District in-house and out-of-pocket costs
NEPA Review – Negative Declaration	Base fee = \$100.00 Plus District in-house and out-of-pocket costs
Oil Absorbent Pads (Heavy Weight)	Free – limit of six
Passenger Service Fee – Commercial Sport Fishing and Other Charters	\$2.322 <u>2.41</u> per passenger *Passenger Service Fees may vary by the nature of the permit agreement, reflected here, or a separate lease agreement, reflected in the individual lease.
Photocopy	Paper copy - \$0.27 per page – counter or meter used to determine usage. Electronic scan – \$1.06 per document
Plaque on Existing Bench	Not available
Proposals, Filing and Evaluation of Proposers, Proposers Credit Check	District Cost – minimum \$531.00 per proposal

San Mateo County Harbor District

Pillar Point Harbor

Rates and Fees Schedule

Effective: July 1, 2019~~18~~ - June 30, 2020~~19~~

Recreational Vehicle Parking (only for Commercial Fishermen)	\$ 516 <u>542</u> per day or \$536 per month. All RV's must be self-contained.
Recreational Vehicle Parking (only for Recreational Fishermen)	\$ <u>542</u> per day, includes launch ramp fee for recreational fishermen. All RV's must be self-contained.
Refloating Sunken Vessels	District Cost
Returned Checks (Non-Sufficient Funds)	\$ 332 .00 per item
Temporary Vessel Storage Fee – Up to 30 days – no live aboard privileges	Equivalent to monthly berth rental fee for the appropriately sized berth.
Towing – Applicable for all towing services except for towing that is required by the District to enable the District to perform maintenance or other necessary harbor operations.	District Cost
Trash Compactor – Use of	District Cost
Vehicles – Use of	District Cost
Vessel Removal Fees	District Cost

San Mateo County Harbor District

Oyster Point Marina

Rates and Fees Schedule

Effective: July 1, 201~~8~~ – June 30, 20~~19~~

Service	Oyster Point Marina (OPM)		
Berthing – Transfer Fee	\$32.00 fee per vessel transferred. – Customer Initiated. –		
Berthing - Waiting List	\$ 27.00 <u>28.00</u> annual fee. Must be paid annually to maintain position on wait list.		
Berthing – Monthly Rates Vessels will be charged based on the size of the berth unless the vessel exceeds the length of the berth, in which case the vessel will be charged the fee for a berth that is large enough to fully accommodate the vessel.	Size	Single Finger	Double Finger
	26'	N/A	\$232.00 <u>\$223.00</u>
	30'	\$256.00	<u>\$267.00</u>
		\$246.00	<u>\$257.00</u>
	36'	\$308.00	<u>\$319.00</u>
		\$296.00	<u>\$307.00</u>
	40'	\$354.00	<u>\$366.00</u>
		\$341.00	<u>\$352.00</u>
	45'	\$395.00	<u>\$411.00</u>
		\$380.00	<u>\$396.00</u>
	50'	\$441.00	<u>\$458.00</u>
		\$424.00	<u>\$441.00</u>
	55'	\$424.00	<u>\$424.00</u>
\$424.00		<u>\$424.00</u>	
60'	\$528.00	<u>\$551.00</u>	
	\$508.00	<u>\$530.00</u>	
60'+	\$9.00	<u>\$9.00/ft</u>	
	\$8.46/ft	<u>\$8.84/ft</u>	
Skiffs	\$58.00	<u>\$87.00</u>	
	\$56.00	<u>\$84.00</u>	
*and watercraft 16' and under in approved areas only. No charge for skiff 12' or less owned by the berth renter and contained totally within the berth renter's berth. Multi-hull rate is 150% of the single hull rate. Any vessel that takes up more than 50% of the width of the adjoining slip must pay the rate for both slips.			
Berthing - Auto Pay Discount	\$10.00 per month <u>includes all slips. Does not include skiff or kayak storage rental.</u>		
Berthing - Advance Pay Discount	1 month free with 1 year paid in advance <u>for tenants in good standing.</u>		

San Mateo County Harbor District

Oyster Point Marina

Rates and Fees Schedule

Effective: July 1, 201~~98~~ – June 30, 20~~19~~

Berthing – Commercial Discount	15 % discount for full time commercial vessels (applies to monthly berth rentals). *Not retroactive and requires annual application. <u>Need to provide current Fish & Wildlife registration.</u>
Berthing - Security Deposit	Fee equal to one two month's berthing.
Berthing –Transient	\$0.640.66 per foot of vessel per day – multi-hulled rate is 150%
Bid Package	District Cost – non-refundable
Boat Wash	\$2.50 per 5 minutes – coin operated – quarters only
California Environmental Quality Act (CEQA) Review – Initial Study	Base fee - \$150.00 Plus District in-house and out of pocket costs
CEQA Review – Negative Declaration	Base fee - \$100.00 Plus District in-house and out of pocket costs
Collections	District Cost
Commercial Activity Permit	\$268.00 58.00 annual fee Veterans may be eligible for waiver of fee, subject to documentation acceptable to the District. No retroactivity available. Other fees may apply.
Commercial Services Activity Permit	\$54.00 2.00 annual fee Additional license agreement may be required
Crab Pot Storage <u>Staging</u> Deposit	Not available
Credit Check/Tenant Screening	District cost – not to exceed \$54.00 per person
Day Use Parking	As designated in specific locations
Dock Box Rental	\$11.00 monthly fee
Electricity	Amount, adjusted monthly, equal to amount paid by District for the electricity (including all associated charges and fees).
Emergency Pump Out <u>Dockside</u> Dewatering	District Cost
Events	See Event Fee Schedule
Faxing Service	\$0.26 per page in/out – minimum \$1.00 fee

San Mateo County Harbor District

Oyster Point Marina

Rates and Fees Schedule

Effective: July 1, 201~~98~~ – June 30, 20~~19~~

Fish Sales Permit – Retail	\$ 276266 .00 annual fee
Hoist – Public	Not available
Key Sale	\$11.00 per key
Labor Charge	District Cost
Late Charge – Monthly Berthing Rentals	\$25.00 minimum per month, or 10% per annum, whichever is higher on balances 30 or more days past due.
Launch Ramp – Commercial Use Only	Commercial Activity Permit required
Launch Ramp – Recreational Use Only	\$12.00 per launch, in and out. Annual permit \$ 221213 .00 valid at all District operated launch ramps. 20% discount on annual permit to Senior vessel owners age 65 or older or 20% discount on annual permit to person with disability displaying disabled placard or plate on towing vehicle.
Live Aboard Permit	\$ 373.00 <u>388.00</u> monthly fee \$ 373.00 <u>388.00</u> security deposit <u>required</u> <u>Availability of permit subject to 10% live aboard limit at Harbor.</u> <u>Eligible for 1 month free with 1 year paid in advance discount.</u> Senior (age 65 and older) discount of \$35.00 <u>per month</u> . Discounts <u>are</u> available at time of request, <u>and</u> eligibility confirmation, <u>and are N</u> ot retroactive.
Mailed Notices, including: Postage Individual notices Agendas Minutes Audio Recording	District cost \$1.00 per page – \$5.00 minimum payable in advance by cash, check or credit card.
Memorial Bench	Not available
Mooring Fee – Active Privately Owned Mooring	Not available
Mooring Fee – District Owned Mooring	Not available

San Mateo County Harbor District

Oyster Point Marina

Rates and Fees Schedule

Effective: July 1, 201~~98~~ – June 30, 20~~19~~

Mooring Permit – Initial One-Time Fee for Issuance of Private Mooring Permit	Not available
National Environmental Policy Act (NEPA) Review – Initial Study	Base fee = \$150.00 Plus District in-house and out-of-pocket costs
NEPA Review – Negative Declaration	Base fee = \$100.00 Plus District in-house and out-of-pocket costs
Oil Absorbent Pads (Heavy Weight)	Free – limit of six
Passenger Service Fee – Commercial Sport Fishing and Other Charters	\$2,322.41 per passenger *Passenger Service Fees may vary by the nature of the permit agreement, reflected here, or a separate lease agreement, reflected in the individual lease.
Photocopy	Paper copy - \$0.27 per page – counter or meter used to determine usage. Electronic scan - \$1.06 per page
Plaque on Existing Bench	Not available
Proposals, Filing and Evaluation of Proposers, Proposers Credit Check	District cost – minimum \$531.00 per proposal
Recreational Vehicle Parking (only for Recreational Fisherman)	Not available
Recreational Vehicle Parking (only for Commercial Fishermen)	Not available
Refloating Sunken Vessels	District Cost
Returned Checks (Non-Sufficient Funds)	\$3332.00 per item
Temporary Vessel Storage Fee – Up to 30 days – no live aboard privileges	Equivalent to monthly berth rental fee for the appropriately sized berth.

San Mateo County Harbor District

Oyster Point Marina

Rates and Fees Schedule

Effective: July 1, 201~~9~~⁸ – June 30, 20~~19~~¹⁸

<u>Towing – Applicable for all towing services except for towing that is required by the District to enable the District to perform maintenance or other necessary harbor operations.</u>	<u>District Cost</u>
<u>Trash Compactor – Use of</u>	<u>District Cost</u>
<u>Vehicles – Use of</u>	<u>District Cost</u>
<u>Vessel Removal Fees</u>	<u>District Cost</u>

Permit Fee Schedule

		Application Fee ^{**} (1)	Permit Fees	Permit Fees	Permit Fees	Permit Fees
			Resident [*] (2)	Nonresident	Nonprofit	Commercial
Athletic Event						
Athletic Event 1		\$170 \$150	\$85 \$75 per day	\$90 \$80 per day	\$75 \$65 per day	\$115 \$100 per day
Athletic Event 2		\$280 \$250	\$115 \$100 per day	\$120 \$105 per day	\$95 \$85 per day	\$145 \$130 per day
Athletic Event 3		\$670 \$600	\$2,000 \$1800*	\$2,165 \$1950*	\$1,700 \$1530*	\$2,610 \$2350*
Athletic Event 4		\$5,550 \$5000	\$5,775 \$5,200*	\$6,220 \$5,600*	\$4,885 \$4,400*	\$7,550 \$6,800*
			*additional \$4,800 \$5,330 if water-related	*additional \$4,800 \$5,330 if water-related	*additional \$4,800 \$5,330 if water-related	*additional \$4,800 \$5,330 if water-related
Special Events						
Special Event 1		\$170 \$150	\$85 \$75	\$90 \$80	\$75 \$65	\$115 \$100
Special Event 2		\$225 \$200	\$225 \$200	\$245 \$220	\$190 \$170	\$290 \$260
Special Event 3		\$335 \$300	\$335 \$300	\$365 \$325	\$285 \$255	\$435 \$390
Special Event 4		\$555 \$500	\$555 \$500	\$615 \$550	\$475 \$425	\$725 \$650
Special Event 5		\$890 \$800	\$1,445 \$1300	\$1,555 \$1400	\$1,225 \$1100	\$1,890 \$1700
Special Event 6		\$5,550 \$5000	\$5,775 \$5,200	\$6,220 \$5,600	\$4,885 \$4,400	\$7,550 \$6,800
Weddings/Picnics/Beach Fires	Up to 99 Up to 200	\$150 \$150	\$60 \$80	\$65 \$85	\$50 \$70	\$80 \$105
Weddings/Picnics Based on number of participants (if chairs, tents and/or equipment is set up)	0-50 51-100 101-150 151+	\$170 \$150 \$170 \$150 \$170 \$150 \$170 \$150	\$115 \$100 \$275 \$250 \$390 \$350 \$555 \$500	\$125 \$110 \$300 \$270 \$360 \$320 \$600 \$540	\$95 \$85 \$235 \$210 \$420 \$375 \$475 \$425	\$145 \$130 (per event) \$365 \$325 \$510 \$455 \$725 \$650
Film and photography						
Student filming/photography		\$75 \$65	0	0	0	0
Editorial filming/photography		\$170 \$150	\$170 \$150	\$185 \$165	\$145 \$130	\$220 \$195
Half-day filming/photography		\$225 \$200	\$225 \$200	\$235 \$210	\$190 \$170	\$290 \$260
One-day filming/photography		\$335 \$300	1-10 people 11-30 people	\$335 \$300/day \$445 \$400/day		
Small feature film		\$3,330 \$3000	31-49 people	\$890 \$800/day		
Large feature film		\$7,770 \$7000	Over 50 people	\$1,110 \$1,000/day		

(may include District costs including Labor for services such as additional staff time (including OT), portable restrooms, clean up, and security. The District may charge a refundable deposit)

All other District fees are extra (e.g. boat launch ramp, parking permit, etc.)

(1) Non-refundable— applicants requesting multiple events in one application may pay only one application fee per year, at the rate reflecting the highest application fee for a named event

(2) Resident of San Mateo County

The General Manager may waive fees up to \$2,500 per event for non-profit coastal dependent applicants.



Staff Report

TO: Board of Harbor Commissioners

FROM: Julie van Hoff, Director of Administrative Services

DATE: May 20, 2019

SUBJECT: Administrative Analyst - Communications Position Description

Recommendation/Motion:

Motion: Approve the position of Administrative Analyst- Communications Position Description and update the District's Salary Schedule with an hourly rate of \$33.11 per hour for step one up to \$44.38 per hour for step seven in the same step increments as the Planner Analyst and Accounting Specialist positions.

Policy Implications:

Typically, Special District Boards review and approve recommended changes to position descriptions, organizational structure, salary schedules and benefit packages.

Fiscal Implications/Budget Status:

The District's current operating budget and the draft operating budget for next fiscal year include the approval of an unrepresented Senior Administrative Analyst Position with a salary range of \$78,476 to \$105,235. The Administrative Analyst- Communications Position salary is proposed at \$68,869 to \$92,310 (hourly rate multiplied by 2080 hours), assuming there are no overtime payments. This change is expected to save the District approximately \$15,000 including benefit costs.

Alternatives Considered:

- Continue with the most recent Administrative Analyst position description and under fill Senior Administrative Analyst position.
- Present, for consideration, an item to the Board and the Union for an unrepresented Senior Administrative Analyst position description.

Background/Discussion:

After a thorough review of current staffing levels and the workload/responsibilities of the Administrative Services Department, staff created a position which identifies

responsibilities that require an outward emphasis, excellent written and oral presentation skills, and outstanding organizational skills.

The proposed salary range is the same as the Accounting Specialist and Planner Analyst positions. This will assist in cross training initiatives.

Staff is currently working with Teamsters Local Union for formal approval of this position.

Summary/Recommendation:

Staff recommends this Board approve the Administrative Analyst- Communications Position and update the District's Salary Schedule with a rate of \$33.11 per hour for step one up to \$44.38 per hour for step seven in the same step increments as the Planner Analyst and Accounting Specialist positions.

Attachment(s):

1. [Administrative Analyst- Communications Position Description](#)

ADMINISTRATIVE ANALYST-COMMUNICATIONS

FLSA Status: Non-Exempt

Bargaining Unit: Teamsters Exempt

Confidential

Adopted: ~~March 2016~~ May 20, 2019

Class specifications are intended to present a descriptive list of the range of duties performed by employees in the class. Specifications are not intended to reflect all duties performed within the job.

GENERAL DEFINITION

Under general supervision, performs highly responsible, confidential work in the functional areas of District operations and administration areas; such as employee benefits, recruitment and selection; risk management; and labor negotiation support ADA coordination; public outreach; social media coordination; grant writing; purchasing & contract management including coordination of information technology functions (e.g. phone, server issues, and web services); lease management; event and commercial business permitting; business process mapping; and record retention and management. ~~and information technology including phone and web services.~~ Assists in the development and administration of District programs, policies, and procedures; provides varied, complex research, analysis, and documentation in support of the District goals, programs, and planning. Incumbents work with considerable discretion and independent judgment, advising staff and making recommendations, which may have the effect of finality. May exercise technical and functional supervision over assigned staff.

ESSENTIAL FUNCTIONS

Essential functions may include, but are not limited to, the following:

- ~~Responsible for maintaining and developing public outreach initiatives.~~
- Evaluates policies and procedures and recommends and implements changes to improve efficiencies or ensure compliance with guidelines, laws or regulations.
- Conducts special research projects, including gathering, compiling and analyzing information; provides alternatives and makes recommendations on courses of action.
- Prepares complex reports, manuals, requests for proposals, grant applications, and other documents for special projects, programs and research.
- Answers questions and assists in resolving problems requiring professional advice.
- Compiles information and maintains complex databases for tracking information for reporting purposes.
- Prepares and administers contracts for projects and programs including determining sources and vendors, coordinating activities, ~~and tracking expenditures, and preparing grant reports.~~
- ~~Assists in preparing budgets by coordinating and compiling data.~~
- Receives and responds to questions from the public, outside agencies and District staff.
- ~~Provides information, statistical analysis, and surveys for salaries and benefits.~~
- ~~Performs professional activities related to employee recruitment and selection.~~
- Interprets and explains memoranda of understanding, resolutions and personnel rules and regulations to managers and employees. ADA regulations and compliance to managers and employees.

- Creates business process documents and recommends changes for increased efficiency.
- Performs professional analytical activities and participates in the administration and analysis of the District's benefits-risk management programs including property, liability and W-workers' Compensation insurance, safety, health, training, disability, unemployment insurance, employee assistance, flexible spending accounts, deferred compensation, retirement and employee leave programs.
- Assists in the review, and administration of benefits contracts and consultants providing benefits advice to the District; provides benefits information and related materials and prepares benefits-related policies and procedures.
- ~~Assist with labor negotiations by gathering data and making recommendations.~~
- Maintains well-organized personnel electronic files, and manages organization of District records.
- Creates and manages lease agreements, commercial activity permits and special event permits.
- Coordinates the purchase, delivery, and ongoing servicing of the District's phone, internet, and computer software and hardware systems.
- Assists in the research, analysis, development, maintenance and administration of policies, practices and procedures.
- Interprets and explains District policies to managers and employees.
- Attendance and punctuality that is observant of scheduled hours on a regular basis.
- Performs other duties as assigned.

QUALIFICATIONS

Knowledge of:

- ~~Basic principles, functions and practices of public administration including human resources/personnel administration, classification, recruitment, benefits, contract compliance and management.~~
- Communication theories and methodologies.
- Business process efficiency practices.
- Customer interaction via sSocial media.
- Principles and practices of statistical analysis and research methods.
- Local, state and federal laws pertaining to benefits, leaves, risk management, and contract administration, reporting requirements.
- Grant writing and funding sources.
- Procurement best business practices.
- Record retention practices.
- Risk management activities.
- ~~Sources and availability of information.~~
- ~~Basic principles of program and budget development, work planning and organization.~~
- ~~Office methods, procedures, software and equipment.~~

Ability to:

- ~~Interpret and explain District personnel and operational policies, benefits, and procedures to employees at all levels and personnel of other organizations.~~
- Collect, interpret and utilize narrative and statistical data pertaining to areas of responsibility.
- Analyze and understand difficult issues in an assigned area of responsibility.

- ~~Communicate effectively, orally and in writing; prepare written and oral presentations; design social media content, prepare and present oral presentations, create training materials and prepare grant applications.~~
- ~~Document as-is business processes and design more efficient business processes.~~
- ~~Operate a computer using common software such as social media platforms, word processing, spreadsheets communication and collaboration tools, analytics, and presentation software. word processing and business software and other office equipment.~~
- ~~Work with general public and operation staff to coordinate special events and commercial activity permits.~~
- Provide varied, complex, highly sensitive and often confidential analyses and reports; ensure that projects and reports are completed in a timely and accurate manner.
- Research, analyze, interpret and communicate complex and confidential issues.
- ~~Maintain confidential records.~~
- Establish, maintain and promote effective working relationships with employees, other agencies and the public.
- ~~Work independently and as a team member; recognize and set priorities and meet deadlines.~~
- ~~Establish and maintain electronic records in a highly organized fashion.~~
- ~~Ensure compliance with risk management activities.~~
- ~~Interpret and manage lease and administrative contract terms and conditions.~~

MINIMUM QUALIFICATIONS

Any combination of education and experience that would likely provide the required knowledge and abilities is qualifying. A typical way to obtain the knowledge and abilities would be:

Education:

When a college degree(s) and/or college course credits are required, degrees and college units must be obtained from an accredited college or university. Courses from non-accredited institutions will not be evaluated for this requirement.

A Bachelor's degree in public administration, public policy, journalism, human resources, communications, business administration or a related field.

Experience:

Two years' of increasingly responsible professional administrative and analytical experience. Experience in writing, editing and crafting content.

Experience in a public agency is highly desirable.

LICENSES AND/OR CERTIFICATES

Possession of or ability to obtain and maintain a valid Class C California driver's license at time of employment.

PHYSICAL DEMANDS:

These functions may be performed with or without reasonable accommodation:

- Use dexterity and vision necessary to operate computer equipment with a high degree of productivity and accuracy.
- Sit at a desk and in meetings on a continuous basis for long periods of time.
- Intermittently twist and bend to reach equipment in work area.
- Perform simple gripping, grasping and fine manipulation; in addition, perform repetitive keystrokes on a computer keyboard.
- Use a telephone and communicate through written and electronic means.
- Lift and carry weight of 20-pounds or less of varying periods of time.
- See in the normal vision range with or without correction.
- Hear in the normal range with or without correction.

WORKING ENVIRONMENT:

Work is performed indoors in a carpeted office environment with natural and fluorescent lighting and moderate noise level. Some movement is required from office to office and there is exposure to external environment when going to outlying offices and meetings. Work is frequently disrupted by the need to respond to in-person and telephone inquiries.



Activity Report

TO: Board of Harbor Commissioners
FROM: John Moren, Interim GM / Anita Pyle, Interim DO
DATE: May 20, 2019
PERIOD: April 2019

Pillar Point Harbor:

Construction Update & General Status Updates:

- Misc. maintenance work in progress throughout the marina
- Landscaping in facility
- Sport Rock Fish Season opened on April 1st
- Commercial Crab Season has closed

Miscellaneous:

- 395 Launches
- Seeking bids for Pillar Point Harbor Boat Launch Ramp Dredging, bids were due May 1, 2019, reviewing single bid received.
- Currently recruiting for the position of Harbormaster A. Deadline for applications is Wednesday, May 15, 2019.
- CPR/AED/Blood Borne Pathogen Training
- SMCHD Social Media Team Assistance

Occupancy Overview:

- Total occupancy: 100%, 369 slips, 369 occupied.

Search and Rescue Activity Highlights & Urgent Need Activities:

- 4/1 thru 4/30
 - 14 Search & Rescue (April 19th Drowning Case Poplar Beach)
 - 34 Patrol Vessel & DHM Calls
 - 5 Medical Calls
 - 8 Law Enforcement Calls
 - 11 Environmental Resource Protection Calls
 - 45 Allied Agency Engagements/Assistance

EMS-Clean Marina Activities:

- Vessel inspections are ongoing
- Pump Out Serviced and back online

Calendar Reminder Items of Events and Activities:

PPH Staff

- PPH Staff lead combined agency search for missing swimmer on 4/19/19



- PPH Staff responded to Search and Rescue call at 1 am 4/26/19, assisted disabled vessel to safe harbor



- PPH Staff assisted The Marine Mammal Center staff in rescuing distressed pinniped on 4/5/19 and again on 4/12/19.



Oyster Point Marina/Park:

General Status & Construction Update

- Misc. maintenance work in progress throughout the marina.
- Kilroy Development Project continues
OPM on Generator Power, Kilroy contractors hope to have the marina off generator and on temp PG&E in May
- Daily dock checks & Storm checks
- Spring cleaning

Miscellaneous:

- Crew Training, continued to cross train with USCG and PPH staff. OPM staff trained with USCG Rescue Swimmers.



- Registration, Liveboard, insurance and operability enforcement efforts continue.

Occupancy Overview:

- On 4/30/19 occupancy: 78.5% 408 slips, 321 occupied

Search and Rescue Activity Highlights & Urgent Need Activities:

- 4/1 thru 4/30: 9 vessel activities, 2 Fire, 5 Police Business, 2 Coast Guard, 27 DHM Call Outs
- 3 Fish & Wildlife

EMS-Clean Marina Activities:

- Vessel inspections for new tenants and for seaworthiness of existing tenants are ongoing.

Calendar Reminder Items of Events and Activities:

- First aid and blood borne pathogens training 4/3/19.

Administration:

See related Staff Report for update on Capital Projects

District

- Executive Search firm RFP for GM concluded, hiring process has begun.

Grants

- Working with FEMA and CalOES for project funding assistance
- Continuing efforts to identify potential grant funding for all CIP's

ADA Coordinator

- Continued work on issues identified in the ADA Transition Plan/Self Evaluation. Incorporating CalOES "Strategies for Inclusive Planning Emergency Response" in our ERP. This addition to the ERP facilitates more comprehensive inclusion of planning for people with access and functional needs, including people with disabilities as well as other groups disproportionately impacted in emergencies.

District Training Officer, DHM Cary Smith

- SMCHD Deputy Harbormaster Recruitment and Testing (Outreach, Testing Metrics and Improvements to process)
- CEAP (Coastside Emergency Action Program) Monthly Meeting, CERT Team Work, Key Note Speaker
- Social Media Efforts: Assist with Media (Images and Messaging) Tours, Events
- Public Information Officer for Safety and Marine Related Education and Events
- Neptune Coalition Monthly Meetings (USCG Sector SF and Bay Area Allied Agencies)
- Citation Enhancement and Ordinance Code revision (Turbo Data)
- USCG Air Station SF on the water training
- Scheduling required recertification training
- DBW (BSEE) Boating Safety and Enforcement Equipment Grant: Work Shop and Grant
- Community Outreach (CPR instruction) Harbor and Surf Communities
- DHM Training Matrix creation and ongoing record keeping
- Marine Flare Disposal Pilot Program with San Mateo County Environmental Health Planning and Outreach with OPMYC and HMBYC
- Surf Rescue and RWC Safety Training for the Surf Community
- Training Program development, updates and vision moving forward
- OE3 MOU Training requirements and Equivalent Training discussion
- Harbor Community based CERT Team research

- Emergency Notification research for Harbor Communities and Future Outreach
- Tsunami Preparedness and Table Top Training Planning for Administration and Operations
- Enhanced First Aid Certification and Upgraded Recertification
- Ordinance and Compliance Enhancement Research and Discussion
- Enhanced Allied Agency Training Opportunities on the Water OPMHP and PPHP
- San Mateo Public Safety Communications Updates and Enhancement Communications
- Other Meetings and Duties as assigned

Activities and Training:

- Allied Agency Training with PPHP/OPMHP and USCG
- CPR/AED/Blood Borne Pathogen Recertification Training OPMHP and PPHP
- DBW Class Training Scheduling
- USCG Air Station SF Allied Agency Training Day
- USCG Air Station SF Hoist and Rescue Swimmer Training
- Half Moon Bay Disaster Preparedness Day/Event (May 4th)
- USCG Station Golden Gate Open House (May 11th)
- BWRAG Potential Training and Support (Fall 2019)
- Deputy Harbormaster Recruitment and Testing planning and updates
- National Safe Boating Week and Navigational Awareness Training Planning (May 17th)

Future Objectives:

- SMCHD Operations Training standardization
- SMCHD Patrol Boat Electronics Standardization
- SMCHD Water Based Recreational and Harbor Community Training
- SMCHD Enhanced Allied Agency Communications
- SMCHD Administration and Commission Safety and Boating Education Training
- SMCHD Operations Social Media Safety Messaging and Environmental Resource Protection Messaging
- SMCHD Operations Professional Image Development and Outreach
- SMCHD Operations Customer Service Training
- SMCHD Operations Mental Health and Self Medication Awareness and Officer Safety Training

District Safety

- Target Solutions - OSHA courses, continuing to assign safety refresher courses for 2019.
- Updating Emergency Response Plans, copies will be placed on District website, additional emphasis on tsunami response.

- 2019 DBW Boater Safety Survey/Kits – Continuing to work with DBW at PPH and OPM to send out Dock Walker boater safety surveys with statements. Tenants will deliver completed surveys to the HM office for boater safety kits.
- Continuing increased training efforts to promote excellent Customer Service.



Activity Report

TO: Board of Harbor Commissioners
FROM: Julie van Hoff, Director of Administrative Services
DATE: May 20, 2019
PERIOD: April 2019

Harbor Commissioner Meetings

- Regular Commission Meeting – April 17, 2019
- Finance Committee Meeting – April 11, 2019 & April 30, 2019

Public Records Act Requests (PRAs)

- **On-going PRA's**
 - Lisa Damrosch – Morning Star space & Three Captains – 10/13/18
 - John Sims, Commodore – OPYC – 10/29/18
 - John Ullom – Failed CFD & Fuel Storage Tank Leak at Oyster Point Marina – 3/13/19
 - John Ullom – Pillar Point Fuel System – 3/26/19

Accounting/Finance

- **Operations**
 - Accounts Payable (A/P)
 - Processed two A/P runs
 - Updated A/P vendor master lists, 1099 info, and CA Use Tax spreadsheet
 - Uploaded Positive Pay to US BANK
 - Processed recurring journal entries
 - Accounts Receivable (A/R)
 - Daily cash batch review, account adjustment review
 - Month-end – The Marina Program (TMP) to general ledger reconciliation and rollover to next period
 - State of California Franchise Tax Board Intercept program – received and filed reports and payments
 - Assisted with collections of major balances, filing of liens, and sale of boats
 - Prepared and reviewed monthly A/R report for PPH and OPM
 - Met with management to review “problem” accounts

- Sent accounts to collections
 - Banking
 - Reconciled all bank and investment accounts
 - Purchasing/Contracts
 - Completed 10 and updated Purchase Orders (POs)
 - Updated Contract summary and major contract reconciliations
 - Payroll – biweekly
 - Processed two payroll cycles
 - Uploaded CALPERS/ICMA reports for 457 savings plans
 - Reported CALPERS pension plan information
- **Fiscal Year 2017-18 Audit & Financial Report**
 - Finalized Financial Audit Report
 - Completed Management Discussion & Analysis for Financial Report
- **Board Meeting – March 20, 2019**
 - Prepared Bills & Claims report
 - Prepared Legal Fees report
 - Prepared third quarter (Q3) Investment Report
- **Grants**
 - Requested DBW SAVE reimbursement for \$29,486 – In progress
 - Requested DBW SAVE reimbursement for \$37,389 – In progress
 - OPM/SSF Fuel Dock Reimbursement for \$7,979 – In progress
 - Submitted Application for FY2019/20 DBW SAVE grant in the amount of \$150,000
 - Submitted Application for FY2019/20 FY2019/20 Boating Safety and Enforcement Equipment Grant in the amount of \$73,419
- **Special Projects**
 - Setting up District Amazon Prime account for staff
 - Investigating implementation of District text, phone, and/or email notification system.
- **Budget**
 - Prepared and presented Fiscal Year 2019/20 Preliminary Budget
 - Prepared Public Notice to Adopt 2019/20 Preliminary Budget

Human Resources

- **Prepared Check Request for Medical & Life Insurance**
 - OE3 Trust Fund
 - Teamsters
 - SDRMA Medical
 - SDRMA Ancillary
- **Personnel**
 - Prepared one Personnel Action Form
 - Worked on filing personnel paperwork
 - Prepared separation paperwork for employee
 - Assisted with one verification of employment
 - Assisted employee with changes to his medical plan
 - Continued review of position descriptions
 - Worked with RGS on leave paperwork for three employees

- **Employment Recruitment**

- Opened Deputy Harbormaster A&B recruitment which will close on May 15, 2019. Met with PPH staff to discuss new recruitment materials and dates. Updated interview questions and scoring methodology.
- Prepared calendar for recruitment of Accountant position.
- Provided General Manager benefit information and job description to Recruitment Consultant.
- Contacted various temporary staffing agencies for accounting/payroll services. Vacant accounting position is temporarily filled with Robert Half employee.
- Set up CalOpps account for job posting.

Miscellaneous

- **Policy Updates**

- In process of creating list of District Policies and corresponding recommended CSDA Policies.
- Began update to employee and commissioner expenditure reimbursement policies.
- Distributed updated Policy 3.4 (Legislative Advocacy) to Commissioners and staff.
- Formatted Policy 6.5.2 (Holidays).

- **Leases**

- Requested current evidence of insurance for Lessees with expired certificates.
- Updated lease files with new Morning Star Lease documents from Lisa Damrosch.

- **Risk Management**

- Coordinated SDRMA Safety training for administrative staff

- **Other**

- Training staff & temporary employee on Accountant functions
- Updated District's website
- Worked on organizing District records in compliance with Records Retention Policy
- Scanned incoming mail
- Continued bi-weekly Business Process Documentation & Improvement meetings- topics included rates & fee schedule and waiting list procedures
- Coordinated installation of battery backups for server
- Contacted Gaetani Property Management regarding water damage in Administrative offices and janitorial issues.