



Christopher J. Diaz
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August 12, 2024

VIA EMAIL TO SPOTTER@CITYOFNAPA.ORG AND SWOLFSON@CITYOFNAPA.ORG

Mayor Scott Sedgley
Councilmember Mary Luross
City Manager Steve Potter
Interim City Attorney Sabrina Wolfson

City of Napa
955 School Street / PO Box 660
Napa, CA 94559

Re: Proposal to Serve as Interim City Attorney for the City of Napa

Dear City Council Subcommittee, City Manager Potter and Interim City Attorney Wolfson:

On behalf of Best & Krieger LLP (BBK), I'm pleased to provide this proposal to provide interim city attorney services to the City of Napa (the City).

As you know, BBK has been assisting in the City Attorney's Office and providing office hours on-site during Sabrina Wolfson's tenure as Interim City Attorney. BBK also represents cities and other public agencies across the state in a wide array of practice areas, so we bring unparalleled legal experience and knowledge, along with "local firm" availability, responsiveness and familiarity. BBK currently serves as city attorney to several cities in the region; we also have experience serving as interim city attorney while a city considers its next steps in recruiting an in-house permanent attorney. As a result, we are amply qualified to provide legal services to the City during the upcoming months of transitions in the City Attorney's office. Thank you for allowing us to submit this proposal.

Proposed Team for Interim City Attorney Services

Based on our understanding of the City's current situation, we propose Christopher Diaz, a partner in our Walnut Creek office who currently serves as City Attorney to the towns of Colma and Hillsborough, to serve as Interim City Attorney to the City of Napa. In this capacity, Chris and his team would expect to deliver general municipal advisory services in a comprehensive, efficient and cost-effective manner working cooperatively with both staff and the City Council. Typically these general support services include matters such as:

- Brown Act/open meetings law compliance
- Routine land use planning and zoning matters

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- General construction and public contracting issues
- Basic public property and real estate matters
- Charters and internal organization issues
- Code enforcement and receiverships
- Conflicts of interest
- Elections and redistricting issues
- Government policy, ethics and public integrity issues
- Public records matters (Public Records Act issues, records retention and destruction, responding to subpoenas, etc.)

Should the City need access to specialized areas outside general city attorney services, we can also bring the full capabilities of the firm in areas such as public finance; government affairs; labor & employment; litigation & dispute resolution; public contracts, public works, utilities & infrastructure; police & public safety; and planning, development & real estate issues. Our paralegals, who possess decades of experience in core public law issues, such as the Public Records Act and all matters of conflicts of interest, will also be available to the City, as will our experienced legal practice assistants, litigation analysts, muni analysts, research analysts and administrative analysts.

Our primary team would include associates Joanna Gin and Kyler Rayden, along with senior attorneys Ethan Walsh, Sarah Owsowitz, Craig Hayes, Sergio Rudin, Christina Hickey, Gail Karish, Isabel Safie, Frank Splendorio and Stacey Sheston continuing to provide special counsel support. (Full biographies are attached to this letter for your review.) Communication is the cornerstone of our legal services, and it would be key to this support arrangement. Our primary goal is to become an efficient resource to the City and an integrated, meaningful part of the City's executive team. We will work hard to understand the City's expectations and needs, provide timely and accurate responses to the City's requests, anticipate and identify any potential legal pitfalls and cultivate an effective and efficient working relationship with all City staff.

Proposed Rate Structure

BBK recognizes the need to deliver services efficiently and help clients keep legal costs under control. Given our experience, we often get the job done in much less time, resulting in lower costs. In addition, BBK partners are thoughtful of staffing routine tasks to associates and paralegals, when appropriate, who are billed at much lower rates for cost considerations. This proposed fee structure would be a stand-alone engagement – our existing engagement agreements and rates would continue as already agreed.

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Proposed Hourly Rates for “Basic Legal Services” for Interim City Attorney Coverage

“Basic legal services” include all general counsel services provided to the City covering the usual day-to-day legal services, and that are not otherwise specifically identified below as other services. Initially, these basic legal services would be billed as follows:

Personnel	Hourly Rate
Attorneys	\$295.00 per hour
Paralegals, Law Clerks and Analysts	\$175.00 per hour

We understand the services under this proposal are intended to be temporary while the City recruits for an in-house City Attorney. Should that process take a while, we would be happy to revisit the structure above in three to four months to see if a monthly retainer arrangement might work better for the City. At that point, with several weeks of experience regarding the City’s needs and volume of work, we would have sufficient information to provide an appropriate retainer quote.

Proposed Hourly Rates for Special Legal Services

Special legal services would include the following types of services:

- Litigation and formal administrative or other adjudicatory hearing matters
- Labor relations and employment matters
- Non-routine real estate matters
- Land acquisition and disposal matters (including pre-condemnation)
- Successor Agency and housing matters
- Public construction disputes
- Non-routine contract negotiation matters (including non-BBK model agreements and franchise agreements)
- Non-routine land use and development matters (including general plan updates, Williamson Act issues, annexations and development agreements)
- Non-routine election law matters, including election law litigation
- Toxic substances matters (e.g., CERCLA, RCRA)

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- Complex public utility matters (e.g., electric, natural gas, water, rail, or transit that involve state or federal regulatory issues)
- Other matters mutually agreed upon between BBK and the City

For special legal services as listed above, BBK proposes the following rates in the event the City may have need:

Personnel	Hourly Rate
Partners and Of Counsel	\$350.00 per hour
Associates	\$275.00 per hour
Paralegals, Law Clerks and Analysts	\$175.00 per hour

Additional Complex Special Counsel Legal Services

For more complex and highly specialized services the City may require, such as the areas of law listed below, BBK offers very competitive rates. These areas of service include the following:

- Environmental matters (e.g., CEQA, NEPA, endangered species)
- Water law matters (e.g., water rights & quality)
- Renewable energy and energy efficiency project contracts and power purchase agreements
- Taxes, fees and charges matters (e.g., Prop. 218 & Mitigation Fee Act)
- Tax and ERISA related matters, employee and retirement benefits
- Intergovernmental relations and advocacy efforts (e.g., legislative and regulatory representation) at the federal and state level
- Other matters mutually agreed upon between BBK and the City

For complex special counsel legal services as listed above, BBK proposes the following rates in the event the City may have need:

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Personnel	Hourly Rate
Partners and Of Counsel	\$425.00 per hour
Associates	\$275.00 per hour
Paralegals, Law Clerks and Analysts	\$175.00 per hour

Third Party Reimbursable Legal Services

Finally, for Third Party Reimbursable Legal Services, BBK will charge our then-current published standard private client rates, minus 10 percent (10%).

Cost of Living Adjustment

If this Interim City Attorney role continues beyond 12 months, BBK would like to implement an Annual Cost of Living Adjustment (COLA) to these rates with prior written notice. The adjustment shall be based on the change in the cost of living for the most recently published twelve (12) month period as shown by the U.S. Department of Labor in its All Urban Consumers Price Index for the San Francisco-Oakland-Hayward CA area.

Conclusion

Thank you very much for considering BBK to partner with the City as it recruits for an in-house City Attorney. Please let me know if I can answer any questions or if you would like to further discuss this proposal.

Sincerely,



Christopher J. Diaz
of BEST & KRIEGER LLP

CJD

Attachment – Team Biographies



PARTNER

Christopher J. Diaz

📍 Walnut Creek, CA 📞 (925) 977-3309 ✉ christopher.diaz@bbklaw.com



Christopher J. Diaz is a public agency attorney serving as city attorney to the towns of Colma and Hillsborough, and as district counsel for the Castro Valley Sanitary District. He also previously served as City Attorney to the City of Milpitas, a role he served in for seven years. Christopher regularly helps his public agency clients in all areas of public agency law, including the Brown Act, the California Environmental Quality Act (CEQA), ethics laws and conflicts of interest.

Christopher also regularly advises public agency clients on the myriad of land use laws, including state planning and zoning laws and the Subdivision Map Act. Christopher also has considerable experience advising public agency clients on transactional compliance with CEQA, and regularly reviews environmental impact reports, mitigated negative declarations, negative declarations and initial studies.

Christopher has a strong passion for ensuring open and honest government and regularly advises public agency clients on the Brown Act, and state conflict of interest and ethics laws. He has provided training on the Brown Act and ethics laws. He also has considerable experience in interpreting regulations adopted by the state Fair Political Practices Commission and has drafted various opinion letters to elected and appointed officials on compliance with the Political Reform Act and Government Code section 1090.

Christopher is currently serving on the Brown Act Committee of the City Attorney’s Department for the League of California Cities. He previously served on the League of California Cities’ Community Services Policy Committee as the City Attorney’s Department appointee, as well as on the Resolutions Committee at the League’s Annual Conference. Christopher previously served a three-year term on the Executive Committee of the Public Law Section of the State Bar of California.

Although Christopher has lived in almost every major city in California, he now calls the Bay Area home. When he isn’t in the office or in a public meeting, Christopher enjoys hiking with his dog Bernie, wine tasting, and spending time with friends and family.

Accolades

- Northern California Super Lawyers Rising Stars, Land Use and Zoning, 2016

CORE PRACTICES

- Environmental Law & Natural Resources
- Government Policy & Public Integrity
- Municipal Law
- Special Districts

EDUCATION & ADMISSIONS

Education
University of California, Los Angeles
School of Law, J.D.

University of California, San Diego,
B.A.

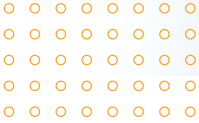
Bar Admissions
California



ASSOCIATE

Joanna Gin

📍 Sacramento, CA 📞 (916) 551-2857 ✉️ joanna.gin@bbklaw.com



Joanna Gin is an attorney in Best Best & Krieger LLP’s Municipal Law practice group. She served as assistant city attorney for the City of Winters.

In addition to general public agency work, Joanna focuses on elections, compliance with Propositions 218 and 26, and solid waste, including the implementation of SB 1383 regulations.

Before joining BBK, Joanna attended the University of California, Davis School of Law. Joanna clerked for the Sacramento City Attorney’s Office and assisted the civil litigation and advisory units on municipal affairs.

Prior to attending law school, Joanna worked in legislative affairs for nearly a decade in Sacramento. Joanna was appointed by Gov. Jerry Brown to the position of assistant deputy director in the Office of Legislative Affairs at the Department of General Services. While there, she helped oversee the office in the preparation of legislative analyses and policy recommendations relating to state contracts and property. During that time, she participated in the Leadership for Government Executives course at California State University, Sacramento, sponsored a Leadership for Government Supervisors cohort and spearheaded a department-wide food drive that raised a record 28,000 pounds of food for the Sacramento Food Bank. Before that, Joanna worked as a policy consultant with the Assembly Business and Professions Committee at the State Capitol. In that role, she provided guidance to legislators and their staff on legislation related to licensed professionals.

While earning her bachelor’s degree at the University of California, Berkeley, she served as senior class president. She is originally from San Francisco.

Accolades

- Witkin Award for Scientific Evidence

Professional & Community Involvement

- Sacramento County Bar Association
- Asian/Pacific Bar Association of Sacramento

CORE PRACTICES

- Municipal Law
- Election Law
- Fees, Taxes & Assessments
- Special Districts

EDUCATION & ADMISSIONS

- Education**
- University of California, Davis School of Law, J.D.
 - University of California, Berkeley, B.A., political science & English, *with honors*

- Bar Admissions**
- California



ASSOCIATE

Kyler Rayden

📍 Sacramento, CA 📞 (916) 551-2846 Ext. 3146 ✉️ kyler.rayden@bbklaw.com



Kyler Rayden is an associate in Best Best & Krieger’s Municipal Law practice group. Kyler assists municipalities and public agencies with transactional matters, with a focus on water, environmental and land use law.

Before joining BBK, Kyler worked as an associate at Somach Simmons & Dunn in Sacramento where he provided guidance and advice to special districts on water and environmental issues, as well as Ralph M. Brown Act and Public Records Act compliance. Kyler was also the lead associate on the trial team representing the State of Texas in *Texas v. New Mexico and Colorado* (Original No. 141), which is currently pending before the United States Supreme Court.

Kyler attended the University of the Pacific, McGeorge School of Law, where he obtained a law degree with a focus on water law. While in law school, Kyler served as president of the Public Legal Services Society and volunteered with OneJustice. He worked on the Justice Bus Project providing immigration and naturalization legal assistance. Kyler is admitted to practice in the United States District Court for the Northern and Eastern districts of California.

Born and raised in Ventura, California, Kyler currently lives in Sacramento where he enjoys spending time outdoors with his wife and daughter, and fishing on the American River.

Professional & Community Involvement

- Sacramento County Bar Association

CORE PRACTICES

- Business Licensing & Franchising
- California Public Records Act
- Government Policy & Public Integrity
- Land Use, Planning & Zoning
- Local Agency Formation Commission (LAFCO)
- Municipal Law
- Water

EDUCATION & ADMISSIONS

- Education**
- University of the Pacific, McGeorge School of Law, J.D.
 - San Francisco State University, B.A., international relations, *Dean’s List*

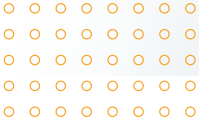
- Bar Admissions**
- California



PARTNER

Ethan J. Walsh

📍 Sacramento, CA 📞 (916) 551-2825 ✉ ethan.walsh@bbklaw.com



Ethan J. Walsh is an attorney in the Municipal Law practice group of Best Best & Krieger LLP and represents cities and other public agencies in all aspects of their operations. He serves as city attorney for the Cities of St. Helena and Woodland and general counsel for the Sonoma County Waste Management Agency (also known as Zero Waste Sonoma), and additionally advises public agencies on issues related to economic development, affordable housing and land use law. He takes a collaborative approach to assist his clients in determining the most efficient and effective way to achieve their policy objectives while limiting risk and potential liability.

Land Use & Economic Development

In his land use, economic development and real estate practice, Ethan regularly represents public agencies in meetings and transactional negotiations related to land use and development issues, including structuring transactions for commercial, residential and mixed-use projects, and negotiating and drafting the implementing agreements for those transactions.

- Negotiated agreements and entitlements required for the development of a \$75 million PG&E gas operations training facility in the City of Winters; construction is currently underway
- Negotiated and drafted agreements for the conveyance and rehabilitation of a historic theater building in the City of Woodland for development of a modernized movie theater and café
- Negotiated and drafted agreements for the sale of City-owned property and processing of entitlements for the development of a 73-room downtown boutique hotel in the City of Winters
- Negotiation of amendments to development agreement and associated entitlements for a 413-unit residential subdivision in the City of Winters
- Negotiated and drafted agreements between the City of Davis and University of California for the construction and maintenance of a shared pipeline project, to provide additional surface water supply to the University through a regional water supply project developed by the Cities of Davis and Woodland

Affordable Housing

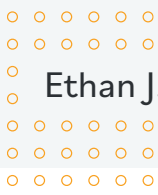
Ethan’s affordable housing practice includes advising public agencies in connection with all aspects of their affordable housing programs. This includes negotiating agreements with affordable and market-rate developers for the development of affordable housing, and developing and implementing local inclusionary housing programs. Projects include:

CORE PRACTICES

- Housing, Economic Development and Real Estate
- Environmental Law & Natural Resources
- California Environmental Quality Act (CEQA)
- Government Policy & Public Integrity
- Municipal Law
- Public Infrastructure
- Public-Private Partnerships

EDUCATION & ADMISSIONS

- Education**
 - University of California, Los Angeles School of Law, J.D.
 - University of California, Davis, B.A.
- Bar Admissions**
 - California



- Negotiated and drafted public agency loan documents and associated regulatory agreements for numerous multifamily affordable housing projects, including the Temple Art Lofts in Vallejo, the rehabilitation of the historic Masonic Temple as a mixed use affordable housing development focused on providing housing for working artists; New Harmony Mutual Housing Community in Davis, a 69-unit affordable housing development serving extremely low and very low income households; and Cannery Lofts in Davis, a 62-unit affordable housing development serving extremely low, very low and low income households
- Advised the City of Concord in connection with the update of the City’s inclusionary housing in-lieu fees and development of a nexus study for the implementation of an inclusionary housing impact fee for market rate rental housing
- Assisted the City of Ventura in the comprehensive revision of its inclusionary housing program documents, including project specific implementation plans, affordable housing development agreements with developers and resale restriction agreements with eligible homebuyers

Prevailing Wage

Ethan has substantial experience in prevailing wage laws as they relate to public-private projects, and frequently advises public agencies and private developers on the potential impacts of state prevailing wage laws on proposed transactions.



OF COUNSEL

Sarah E. Owsowitz

📍 Walnut Creek, CA 📞 (925) 977-3308 ✉ sarah.owsowitz@bbklaw.com



Sarah E. Owsowitz’s practice focuses on California Environmental Quality Act (CEQA) advice and litigation, with a particular concentration on regional county and city-level planning documents, large-scale commercial, industrial and residential developments, water projects, as well as those projects with significant cultural resource issues. Sarah represents both public and private clients in administrative proceedings and litigation involving CEQA, as well as state and local planning and zoning laws. She is of counsel in Best Best & Krieger LLP’s Environmental Law & Natural Resources practice group.

She is the author of multiple CEQA and land use-related articles and lectures regularly on topics that include current trends in CEQA case law, statutes and guidelines, tribal cultural resources, CEQA and vehicular miles traveled, administrative records, and the preparation and defense of water supply analyses in CEQA documents.

Sarah serves on the Association of Environmental Professionals Statewide Legislative Committee advising on CEQA legislation, and the California Special District Association’s Legal Advisory Working Group. She is a recipient of the *Daily Journal’s* Environmental California Lawyer Attorney of the Year Award in 2017. Northern California Super Lawyers Magazine selected her as a “Northern California Super Lawyer” for Land Use Law in 2013–2023. She has also been consistently recognized by The Best Lawyers in America for land use and zoning law since 2020.

Prior to joining BBK, Sarah was with Cox Castle & Nicholson and Morrison & Foerster. Before that, for nearly 7 years, she served as a deputy city attorney for the City and County of San Francisco.

Accolades

- The Best Lawyers in America®, Land Use and Zoning Law, 2020–2024
- Northern California Super Lawyers, Land Use and Zoning, 2013–2022, 2024
- California Lawyer Attorney of the Year, Environmental, 2017
- Super Lawyers Top Women Attorneys in Northern California, 2014–2016
- Northern California Super Lawyers Rising Stars, Land Use, 2009–2012

CORE PRACTICES

- Air Quality
- California Environmental Quality Act (CEQA)
- Environmental Law & Natural Resources
- Environmental Litigation
- Land Use, Planning & Zoning
- Municipal Law
- Special Districts

EDUCATION & ADMISSIONS

- Education**
- University of Minnesota Law School, J.D.
- University of Minnesota, Twin Cities, M.P.
- University of Chicago, B.A.

- Bar Admissions**
- California



OF COUNSEL

Craig Hayes

Indian Wells, CA (760) 837-1612 craig.hayes@bbklaw.com



Craig P. Hayes is of counsel in the Municipal Law practice group of Best Best & Krieger LLP. Craig’s practice focuses on public works construction and infrastructure construction law along with advising public agencies on their day-to-day operations.

Craig advises public and private clients through the process of constructing public infrastructure and facilities. Craig has drafted construction contract documents for multiple types of project delivery methods, including design/bid/build and those utilizing alternative delivery methods, such as progressive design/build and design/build. These projects include both heavy civil and general building construction. Craig has significant experience advising clients on projects with different types of funding streams, including federally funded projects subject to 2 CFR Part 200 (Uniform Guidance).

Craig regularly advises clients on drafting construction contract documents; prevailing wage law; contract negotiations; the bid process including bid protests, subcontractor substitution, insurance and bond matters; contract administration and closeout; construction claims; and dispute resolution.

Craig serves as the city attorney for the City of San Jacinto and general counsel to Valley Sanitary District, where he advises the respective city council and board at each of their meetings. Additionally, Craig serves as assistant city attorney for the cities of Indian Wells and Palm Desert. Craig also assists public agency clients on drafting ordinances and resolutions, procurement, purchasing policies and procedures, reviewing and negotiating contracts, and legal research.

Craig received his law degree from Chapman University Fowler School of Law, graduating cum laude with an emphasis in environmental, land use and real estate law.

Prior to law school, Craig worked for over five years as a construction laborer in Alaska. Craig also worked for seven years as a project engineer and project manager for Granite Construction Company. He helped manage and construct heavy civil infrastructure projects across Southern California for both state and federally funded work.

Craig is a native of the state of Washington, but he has lived in the Coachella Valley for more than 15 years. In his free time, Craig enjoys golf, watching sports and relaxing with his family.

CORE PRACTICES

- Municipal Law
- Public Infrastructure
- Public Agency Litigation
- Land Use, Planning & Zoning

EDUCATION & ADMISSIONS




- Education**
- Chapman University Dale E. Fowler School of Law, J.D., *cum laude*
 - University of San Diego, B.S., political science

- Bar Admissions**
- California



PARTNER

Sergio Rudin

 Sacramento, CA
  (916) 551-2821
  sergio.rudin@bbklaw.com



Sergio Rudin is a partner and member of Best Best & Krieger's Municipal Law Practice Group. He has served in various roles as a city attorney and general counsel to local government agencies providing advisory, transactional and litigation counsel to cities, special districts and public entities. Sergio advises on all aspects of municipal law, including charter interpretation, cannabis regulation, conflicts of interest, elections, finance, franchises, homelessness, land use and zoning, public works, telecommunications and water.

Sergio currently serves as City Attorney for the City of Sausalito. Before joining BBK, Sergio previously served as City Attorney for Monte Sereno, Interim City Attorney for the City of South Lake Tahoe, General Counsel for the Tahoe Transportation District and Special Counsel to the Oakland Police Commission. Sergio also served as an attorney at the State Water Resources Control Board, Office of the Chief Counsel, in Sacramento. While there, he provided legal advice to the Division of Financial Assistance regarding operation of California's Clean Water State Revolving Fund and Drinking Water State Revolving Fund.

Prior to state employment, Sergio worked for a private firm representing general contractors in complex commercial litigation and construction claims. He also served as a law clerk to Judge Vidmar at the U.S. District Court for the District of New Mexico.

Sergio lives with his wife and two cats in South Lake Tahoe, CA. In his free time, he enjoys relaxing via rock climbing, mountain biking, skiing and volunteering for El Dorado County Search and Rescue.

CORE PRACTICES

- Municipal Law
- Environmental Law & Natural Resources
- Special Districts
- Water

EDUCATION & ADMISSIONS

Education

Cornell Law School | J.D., *cum laude*

University of California, Berkeley,
B.A., political science and mass
communications

Bar Admissions

California

Nevada



OF COUNSEL

Christina A. Hickey

📍 Walnut Creek, CA 📞 (925) 977-3310 ✉ christina.hickey@bbklaw.com



Christina Hickey’s practice includes construction litigation, contractual disputes, civil rights litigation, appeals, administrative adjudications, business litigation, code enforcement and trust and estate litigation. She is of counsel at Best Best & Krieger LLP and has practiced law for more than 14 years. Christina has significant experience representing both plaintiffs and defendants in actions involving construction defect and delay claims, contractual disputes, mechanics liens and stop notices. She also regularly handles code enforcement matters, such as nuisance abatement and receiverships, and represents clients in administrative hearings concerning conditional use permit revocations and related appeals.

Christina recognizes the value of alternative dispute resolution and, over the years, has successfully resolved numerous matters through mediation and arbitration. She also has substantial appellate experience and successfully represented the City of Colton in *Frank L. Ricker, Inc. v. City of Colton et al.* (2003) 106 Cal.App.4th 190, a published appellate court opinion. Christina represents a wide variety of private and public entities at both the trial and appellate court levels, including the cities of Ontario, Colton, Corona and Fontana; the Riverside County Transportation Commission; California Design Wood Products, Inc.; and the Eldorado Property Owners’ Association.

During law school, Christina was awarded honors in written advocacy and received the Verne Adrian & Annabel McGeorge Academic Achievement Scholarship. Christina also worked as an extern for Justice Connie M. Callahan at the California Court of Appeal, Third Appellate District, who is now a judge at the U.S. Ninth Circuit Court of Appeals.

Christina is fluent in Spanish and is an active member of the local legal communities in both Riverside and Contra Costa counties. She taught civil procedure for the University of California, Riverside Extension Paralegal Certificate Program.

Professional & Community Involvement

- State Bar of California Litigation and Public Law sections
- Contra Costa County Bar Association
- Moraga Junior Women’s Club, vice president of membership

CORE PRACTICES

- Business
- Business Litigation
- Municipal Law
- Public Agency Litigation
- Trusts & Estates

EDUCATION & ADMISSIONS

Education
University of the Pacific, McGeorge School of Law, J.D.

University of California, Davis, B.A., international relations and Spanish

Bar Admissions
California



PARTNER

Gail A. Karish

Los Angeles, CA (213) 605-1603 gail.karish@bbklaw.com



Gail A. Karish is a partner at Best Best & Krieger LLP who focuses on telecommunications, assisting clients in California and across the U.S. with a wide range of regulatory and transactional matters involving broadband and fiber networks, cable and telecom franchising, wireless communications and public-private partnerships.

Gail’s clients are mainly public agencies, such as local governments, water districts and municipal utilities. Public agencies can serve a variety of roles in relation to telecommunications infrastructure – regulator, owner, service provider, customer, partner – and Gail’s clients come to her for advice and guidance on issues that arise in all these contexts. She also represents some cooperatives, nonprofits and small competitive providers. Gail’s telecommunications practice regularly involves:

Regulatory Advice and Advocacy

- Advice on compliance with federal and state wireless siting laws, shot clocks and other regulations affecting individual permit applications
- Revision of local codes, applications and processes governing wireless facilities siting and right of way permitting
- Assistance in broadband planning, and in revising master plans, local ordinances and regulatory processes to encourage broadband deployment
- Advice on compliance with federal and state cable and telecom franchising laws, including those applicable to competitive franchising, renewals and transfers
- Assistance with meeting state and federal regulations and reporting requirements applicable to providers of broadband, cable, voice over IP and other communications services, and related filings
- Representation before the FCC and state utility commissions, such as the California Public Utility Commission, on proposed rulemakings, licensing and regulatory approvals, and pole attachment disputes

Negotiations and Drafting Agreements

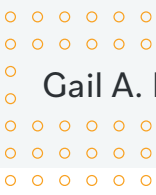
- Cable and telecom franchises, renewals and transfer agreements
- Fiber network infeasible right of use, or IRUs, fiber leases, pole attachment, property access, encroachment and collocation agreements
- Macro cell site, small cell and distributed antenna system leases and licenses
- Communications services subscriber agreements, wholesale/bulk services agreements, and related policies (e.g., privacy, acceptable use, network management)

CORE PRACTICES

- California Public Utilities Commission
- Environmental Law & Natural Resources
- Municipal Law
- Public-Private Partnerships
- Telecommunications

EDUCATION & ADMISSIONS

- Education**
- York University, LL.M
 - McGill University, LL.B. and B.C.L.
 - American University, M.I.S.
 - University of Manitoba, B.A.
-
- Bar Admissions**
- California
 - District of Columbia



- Evaluating, structuring and implementing opportunities for public-private partnerships
- Advanced Metering Infrastructure, or AMI, and Smart City infrastructure agreements

Litigation

- Defending local governments against challenges to denials of wireless permitting applications
- Defending local governments against claims of violations of FCC shot clocks for action on applications and “deemed granted” remedies
- Defending local governments against claims their wireless regulations violate state or federal law
- Representing local governments in challenges to FCC orders preempting local regulatory authority and franchising authority

Prior to her private practice, Gail worked in-house at a Miami-based long distance telecommunications carrier that was a subsidiary of Entel-Chile, where she was responsible for state and federal licensing and regulatory compliance matters, and corporate and commercial contracts associated with the company’s launch of retail and wholesale telecommunications and Internet services serving the U.S. Hispanic market.

Gail started her legal career in infrastructure in Canada at Ontario Hydro, a large government-owned electric utility where she initially represented the utility at environmental and rate tribunals. She then assisted the utility’s international division to develop and implement an investment strategy, focused on privatization opportunities in Latin America, and was instrumental in the company’s 1994 acquisition and management of a Peruvian electric utility.

Gail frequently presents on telecommunications topics to organizations such as the International Municipal Lawyers Association, National Association of Telecommunications Officers and Advisors and its regional chapters, League of California Cities and Alliance for Community Media. She was licensed but is now inactive in the Province of Ontario, Canada.

Gail is admitted to practice in the US District Courts of Northern California, Central California and Southern California, the US Court of Appeals in the Sixth Circuit, Ninth Circuit, Tenth Circuit and DC Circuit, and the Supreme Court of the United States.

Gail’s services are provided through Karish Advisory Corp., a Canadian corporation.

Accolades

- *Profiles in Diversity Journal, Women Worth Watching, 2015*
- National Association of Telecommunications Officers & Advisors Ovation Award, 2013

Professional & Community Involvement

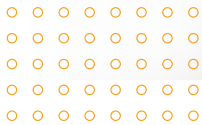
- Federal Communications Bar Association
- International Municipal Lawyers Association
- National Association of Telecommunications Officers & Advisors
- Washington State Association of Telecommunications Officers & Advisors



PARTNER

Isabel C. Safie

Ontario, CA
 (951) 826-8309
 isabel.safie@bbklaw.com



Best Best & Krieger LLP Partner Isabel Safie is a versatile attorney, whose practice focuses on employee benefits, including issues related to pensions and other post-employment benefits, as well as tax, with a focus on employment, income and excise taxes, and tax-exempt entities.

Employee Benefits

Isabel regularly counsels public and private sector clients on the design of employee benefit programs and issues presented by the retirement programs and welfare benefit plans they establish and maintain for their employees. She counsels clients on applicable tax requirements as well as fiduciary obligations under ERISA and state and local pension laws.

Isabel also works with public employers to identify their options, to modify or reduce the costs of pension and retiree health benefits under California's "vested rights" doctrine. She works closely with CalPERS member agencies on a variety of issues, including helping them to understand the distinction between a common law employee and an independent contractor, and to comply with the rules on employing CalPERS retirees under PEPR and the Public Employees' Retirement Law. In addition, Isabel has substantial experience in designing tax-favored funding vehicles for post-retirement benefits and health benefits, such as Section 115 trusts, VEBAs, Section 125 cafeteria plans and health reimbursement arrangements for both private and public employers.

She has followed the trajectory of the Affordable Care Act since its adoption in 2010 and has counseled public and private clients on compliance with the various elements of the ACA that apply to employers. This experience has placed her in a position to guide her clients through the uncertainty that has been created around the ACA through the efforts to repeal and replace, or otherwise undermine, the ACA.

Tax Compliance

Isabel's tax work primarily focuses on issues relating to compliance with federal, state and local laws applicable to pension and health and welfare plans, tax-exempt entities and employment, income and excise taxes.

Isabel regularly works with employers to navigate the often complicated and time consuming audits performed by the IRS, Employment Development Department, Board of Equalization and CalPERS. Her long-standing relationships with representatives of those agencies has proven fruitful for

CORE PRACTICES

Employee Benefits & Executive Compensation

Tax

Audits & Investigations

Compensation & Benefits for Elected Officials

Constructive Receipt

Pension Benefits

Health Care

Health & Welfare

Retired Annuitant Employment

Retiree Health & Other Post-Employment Benefits

Education Law

Municipal Law

Special Districts

EDUCATION & ADMISSIONS

Education

University of California, Los Angeles School of Law, J.D.

Stanford University, B.A.

Bar Admissions

California



her clients. Her experience covers a vast array of tax compliance areas including pension and health and welfare plans, employment, income and excise taxes, and tax-exempt organizations. In particular, her familiarity with the Public Employees' Retirement Law and CalPERS procedures has allowed her to work closely with CalPERS contracting agencies to conduct internal audits to minimize adverse findings from CalPERS.

Aside from the design and qualification issues associated with pension and health and welfare benefits, there are a variety of tax implications associated with these employee benefits. Isabel is well versed on the application of, and exemption from, the constructive receipt and assignment of income doctrines that can result in substantial liabilities. She understands the elements that must be present to distinguish between nontaxable, pre-tax, tax-deferred and taxable benefits and can guide clients to outcomes that avoid unintended tax liabilities.

Her experience in the tax-exempt area includes providing advice and assistance regarding the formation and exemption of nonprofits, governance issues, conflict of interest matters and charitable giving. She also provides general corporate counsel to tax-exempt entities, whether it be related to local, state or federal tax issues, or general corporate work including drafting or reviewing governance documents, employment agreements and conflict of interest policies.

Associations

Isabel serves on the board of directors for Quest Scholars Program, a nonprofit organization working to ensure that the nation's most talented under-served students have access to the top universities in the United States. She is a member of the Riverside County Bar Association, the San Bernardino County Bar Association and the American Bar Association. Isabel is a graduate of Leadership Riverside. She is fluent in Spanish.

Accolades

- Martindale-Hubbell® Platinum Client Champion Award, 2023
- Top Labor & Employment Lawyer, *Daily Journal*, 2018
- *Diversity Journal* Women Worth Watching, 2017
- *Southern California Super Lawyers Rising Stars*, Employee Benefits, 2015-2018



PARTNER

Frank A. Splendorio

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Best Best & Krieger LLP Partner Frank A. Splendorio is a seasoned Municipal Law attorney who provides city attorney services and advice to public agencies. As city attorney for the cities of Atwater and Plymouth, and interim city attorney for the City of Galt, Frank provides advice on governance issues, such as Brown Act and California Public Records Act compliance, and on some of the most challenging issues California cities are facing today.

Many of those issues are not unique, as communities across the State grapple with health and safety laws and regulations from a myriad of court and legislative sources — the COVID-19 pandemic response and recovery among the most critical. In addition, Frank advises cities on cannabis ordinances and enforcement, land use decisions and development agreements conflicts, homelessness, public works, utilities, public finance, public safety, environmental requirements, personnel issues and more. He is also an authority on contracts, procurements and purchasing standards and requirements, and has conducted training on best practices.

Frank’s experience includes serving in-house as a deputy city attorney for the City of Vallejo. He defended the City in a number of civil liability matters involving personal injury and civil rights claims. His duties included advising the City on Public Records Act, code enforcement and public works.

Prior to joining BBK Frank was an attorney at Meyers Nave. In addition to his city attorney roles, he also served as chief assistant city attorney to the City of Modesto and as deputy city attorney to the City of Rancho Cordova.

Frank was the editor of the Land Use chapter of the 2020 edition of the Continuing Education of the Bar’s annual “Municipal Law Handbook.” He currently serves on the Brown Act Committee for the League of California Cities, monitoring and reviewing emerging Brown Act developments coming out of COVID-19. While attending the UC College of the Law, San Francisco (formerly Hastings), Frank served a summer as an intern to the U.S. Coast Guard Judge Advocate General Corps and as a judicial extern to the Hon. Marvin R. Baxter of the California Supreme Court.

Notable Experience

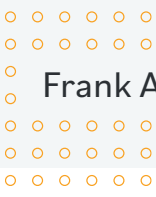
- Represented cities in large development projects, including those for age-restricted community, and mixed-use developments

CORE PRACTICES

- California Public Records Act
- Code Enforcement & Receiverships
- Housing, Economic Development and Real Estate
- Government Policy & Public Integrity
- Land Use, Planning & Zoning
- Municipal Law
- Public Agency Litigation
- Public Infrastructure

EDUCATION & ADMISSIONS

- Education**
- UC College of the Law, San Francisco (formerly Hastings), J.D.
 - University of California, Berkeley, B.A., *Phi Beta Kappa*
-
- Bar Admissions**
- California



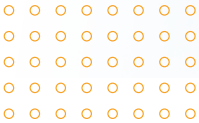
- Represented city in its administrative prosecution in connection with its illegal cannabis cultivation program
- Represented and advised city in one of the first, complex outdoor emergency homeless shelter



PARTNER

Stacey N. Sheston

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Stacey N. Sheston is a partner in the Labor & Employment practice group of Best Best & Krieger LLP. Prior to joining BBK, she was a shareholder, practice group leader and chief talent officer on the management committee of McDonough Holland & Allen in Sacramento.

Stacey’s practice includes day-to-day employment advice, such as dealing with problem employees (including discipline and terminations), handling harassment complaints and investigations, responding to requests for disability accommodations, addressing wage and hour and leave of absence questions, responding to grievances and unfair practice charges, and drafting employment agreements, handbooks and policies. On the litigation side, Stacey represents employers in mediations, arbitrations, administrative hearings and court proceedings (including jury and non-jury trials) arising out of employment matters, including wrongful termination, breach of contract, unpaid wages, harassment, discrimination and retaliation.

Stacey is a member of the State Bar of California, the Sacramento County Bar Association Labor & Employment Section and the Women Lawyers of Sacramento. She is also former editorial chair of, and contributor to, the Personnel Chapter of the *Municipal Law Handbook* (CEB 2010).

From 2012 to 2021, Stacey was named by her peers as a *Northern California Super Lawyer* for employment and labor law. She is admitted to the U.S. District Court for the Central & Eastern districts of California and the Ninth Circuit U.S. Court of Appeals.

Accolades

- The Best Lawyers in America®, Litigation - Labor and Employment, 2024
- The Best Lawyers in America®, Labor Law - Management, 2021-2023
- *Northern California Super Lawyers*, Labor and Employment, 2012-2022, 2024
- *Sacramento Magazine* Top Lawyers, Labor and Employment, 2015, 2017
- Super Lawyers Business Edition, Employment, 2015
- *Sacramento Business Journal* Best of the Bar, 2015
- Super Lawyers Top Women Attorneys in Northern California, 2014

CORE PRACTICES

- Labor & Employment
- Labor & Employment Litigation
- Public Agency Labor & Employment
- Wage & Hour Law
- Business
- Municipal Law
- Special Districts

EDUCATION & ADMISSIONS

- Education**
- University of California, Davis School of Law, J.D.
- Drake University, B.A., *cum laude*

- Bar Admissions**
- California