

**EXHIBIT A
SCOPE OF WORK
GENERAL LEGAL SERVICES
SPECIFICATION NO. CS-2024-1440BD**

EXECUTIVE SUMMARY/OVERVIEW

The Orange County Sanitation District (OC San) operates the third largest wastewater agency west of the Mississippi River. Since 1954, we have safely collected, treated, and disposed of and/or reclaimed the wastewater generated by 2.6 million people living and working in central and northwestern Orange County, California.

Each day we treat approximately 180 million gallons of wastewater, enough water to fill Anaheim stadium over two and a quarter times. About 80 percent of the wastewater comes from homes – sinks, toilets, showers, laundry, and dishwashers. The remaining come from businesses – retail stores, restaurants, manufacturers, hotels, offices, and other industries.

OC San is a special district, governed by a 25-member Board of Directors. For the Fiscal Year 2022-23, OC San’s total Operating and Capital Improvement Program budget was \$476.5 million.

We employ a staff of over 600 employees in professional, administrative, technical, and trade occupations, managing the day-to-day activities of OC San, including, but not limited to, in areas of public works, contracts, environmental, air quality, real estate, and utility rates. We have a diverse workforce in various job classifications including plant operators, mechanics, electricians, engineers, scientists, accountants, construction inspectors, among many others. Our facilities include 388 miles of sewer pipes, located throughout the county, and two treatment plants (one in Fountain Valley, CA and the other in Huntington Beach, CA) where wastewater is treated in accordance with strict state and federal standards. A future Headquarters Complex building to house OC San’s administrative support departments is slated for completion in early 2024.

Our employees are on duty protecting public health and the environment by ensuring the sewer system operates efficiently 24 hours a day, seven days a week, and 365 days a year. We take pride in providing quality service to our ratepayers.

1 PURPOSE

OC San is seeking proposals from qualified legal firm(s) (hereinafter referred to as “Consultant(s)”) to provide legal services on an as-needed basis. Proposals are solicited in accordance with the terms, conditions, and instructions set forth in the Request for Proposal (RFP).

OC San intends to receive and evaluate proposals from Consultants (Proposals) and enter into a Professional Services Agreement(s) (Agreement) for the legal services to be provided. OC San expects the Consultants providing legal services to be service-oriented, actively involved in the business of OC San, creative in finding solutions to matters, proactive in assisting OC San’s officials and staff mitigate risk and avoid legal pitfalls, and tenacious in defending against claims and lawsuits.

OC San reserves the right to award an Agreement to a single firm for all the legal services requested or multiple Agreements to various firms for general services and/or specified areas of law listed in section 6, Areas of Law and Requirements, below.

2 BACKGROUND

OC San currently has one firm providing legal services in all areas listed in section 6, Areas of Law and Requirements, below. Over recent years, OC San has conducted an effort to competitively solicit all current legal services to ensure OC San is receiving the best value and service available. OC San currently spends between \$1.3 million to \$1.8 million annually for legal services outlined in this RFP.

In 2023, OC San conducted a solicitation to procure and award contracts for Human Resources legal services. The service covered under those agreements are not included in this solicitation.

The following are some data of interest for Consultants. OC San

- Has 49 active construction contracts valued at over \$750 million
- Annually issues over 5,000 purchase orders
- Has over 100 air quality permits
- Adopted 5-year rate increases in 2023
- Has a 10-year CIP budget of \$3.1 billion

3 DESCRIPTION

Through this RFP, OC San seeks qualified legal firms with local offices to act as OC San's outside counsel to provide legal advice and defense on matters, including, but not limited to, general counsel; special district law; public works construction; environmental law; general contracts; utility rate setting; water law; real estate and related matters; air quality law; and other legal advisory services on an as-needed basis.

OC San may continue to employ attorneys who leave a firm selected under this RFP to complete any matters that are pending at the time the attorney leaves the employment of the firm, and OC San may continue to work with such attorney in new matters. Firms selected under this RFP shall cooperate in this respect.

OC San may also hire attorneys outside this procurement when a legal matter requires specialized knowledge, experience, or capacity that the firms selected through this RFP do not possess. This RFP does not entitle any selected firm to obtain actual assignments from OC San. Whether or not a selected firm is given assignments depends on the nature of the matter, the qualifications of the selected firms, and the needs of OC San.

OC San seeks legal services from qualified legal firm(s) with expertise in the areas of law detailed in section 6, Areas of Law and Requirements, below. The services shall be provided under the direction of OC San's Board of Directors or the General Manager, or designee. Consultant shall be retained and compensated in accordance with the fee schedule attached to the Agreement. OC San reserves the right not to accept all terms of the fee schedule submitted by Consultant(s).

Should a conflict of interest arise on an assignment, OC San may engage an alternative firm for such assignment.

OC San makes no commitment or guarantee as to the services that may be requested or billable hours to be worked by Consultant.

4 QUALIFICATIONS

Consultant and its attorneys must possess all active licenses and registrations necessary to practice law in the State of California. Further, it is required that Consultant has the experience and abilities listed below.

- Consultants or their attorneys shall have at least 10 years' experience providing legal services for special districts, municipalities, or other local public agencies in the areas of law specified below and for which they are submitting a proposal, and the staff availability to meet OC San's needs in a timely manner.
- Substantial knowledge and experience in the interpretation of state, federal, and local laws and codes as they relate to special districts and wastewater agencies
- Substantial experience in working with agencies and public boards with multi-million-dollar annual budgets
- Substantial expertise and experience in all aspects of contract law as it pertains to the Public Contract Code and Government Code
- Substantial knowledge of the Brown Act, Political Reform Act, and Government Code section 1090
- Demonstrated ability to speak clearly, concisely, and effectively in public
- Skillful in relating easily and effectively with all members of the Board of Directors, General Manager, OC San staff, and the public

5 GENERAL REQUIREMENTS

Consultant shall:

- Adhere to the highest standards of fiscal responsibility and accountability
- Provide quality service that meets OC San's needs. This should be achieved through the Consultant's experienced legal team, who shall demonstrate proficiency in the applicable areas of law specified in section 6, Areas of Law and Requirements, below; efficient use of workforce; material resources; and technology to deliver the requested services
- Respond to inquiries from OC San within 24 hours of the initial contact and maintain reasonable availability to respond to requests and events of an emergent nature that expose OC San to serious potential legal liability
- Be promptly available for telephone consultation and to render written opinions on given issues related to OC San business in a timely manner
- Provide written or oral reports in a timely manner to the Board of Directors regarding status of any legal actions in which OC San is or may be involved.

6 AREAS OF LAW AND REQUIREMENTS

6.1 General Counsel

- Provide general legal advice
- Provide advice on
 - wastewater business and administration
 - consulting and training services
 - Board policies and procedures
 - California Public Records Act
- Provide interpretation of and advice on the Public Contract Code and Government Code as it pertains to business matters and public construction
- Provide advice and assistance with Intergovernmental agreements, partnerships, and complex contracts, including drafting, reviewing, negotiating, and related litigation
- Represent OC San in
 - inter-agency projects and other legal matters
 - administrative, litigation and court proceedings
- Maintain knowledge base of issues facing sewer and special districts and be prepared to offer advice and legal opinions in a timely manner
- Prepare, review, consult, and approve contracts
- Review and approve legislative documents for Board of Directors' action items
- Assess liability for Board of Directors and Elected official issues
- Work with other assigned OC San counsel as needed
- Attend work sessions and regular Board meetings (open and closed sessions) and special Board meetings/workshops with the Board of Directors and staff when requested
- Advise on Brown Act and Board agenda items
- Report to and receive assignments from the General Manager or designee
- Monitor or supervise litigation activity handled by other firms
- Review citations for violations of OC San ordinances in accordance with criminal/civil law and procedures; prepare and try infractions, misdemeanors, and ordinance violations as required and requested by the General Manager
- Represent and advise the Board of Directors as the governing body and all OC San officers in all matters of law pertaining to their offices
- Represent and appear in legal proceedings for any current or former OC San Officer and/or employee for which such officer or employee is entitled by law to representation furnished by OC San
- Investigate all claims and complaints by or against OC San and prepare civil cases and act as trial counsel as required and requested by the Board of Directors or General Manager
- Oversee and manage OC San's legal affairs, ensuring that OC San's policies and programs and activities of OC San's employees and agents are carried out in compliance with all applicable laws and that the best interests of OC San are otherwise protected to the fullest extent possible
- Attend, in-person or remotely, regular or special meetings of OC San and its duly appointed committees for which attendance is requested by the General Manager/Board Chair, unless excused by the General Manager/Board Chair
- Attend Board meetings and be prepared to advise the Board of Directors and staff on matters on the agenda as well as parliamentary procedure and substantive issues that may arise

- Attend in-person Executive Management Meetings twice per month, unless excused by the General Manager
- Conduct regular office hours at the OC San designated office. Preferred office hours are half a day four times a month, or as negotiated
- Review agendas and conduct related consultation with OC San staff and members of the Board of Directors regarding the proper placement and/or description of business items on agendas
- Review, analyze, redact, and/or develop written responses to California Public Records Act requests (Gov. Code section 6250 et seq.)

6.2 Public Construction

- Provide interpretation and advice on public works, including drafting, reviewing, negotiating, and litigating contracts in accordance with the Public Contract Code, Government Code, and other applicable codes
- Provide advice and guidance on competitive bid requirements in accordance with the Public Contract Code, Government code, and other applicable codes
- Provide advice on labor compliance and reporting obligations
- Provide advice and direction on public works and construction, including:
 - Liability
 - Construction claims and litigation
 - Bid and contractor compliance
- Provide advice and guidance as required on various construction and construction management delivery methods, such as CM, CM at Risk, CM Agency, Design-Build, Design-Bid-Build, etc.
- Advise OC San's Board of Directors, General Manager, and designated staff on various legal and construction issues
- Demonstrate a track record for preparing documents and legal advice that will limit OC San's exposure to litigation and change orders, and then minimizing the impact of change orders and effectively handling any potential post-construction litigation

6.3 Environmental Law

- California Environmental Quality Act (CEQA)
- National Environmental Policy Act

6.4 Air Quality

- Rule Interpretation
- Permitting
 - Case precedent consultation
 - Rule applicability (i.e., Supercritical Water Oxidation and Sewage Sludge Incineration Rule)
 - Lowest Achievable Emissions Rate/ Best Available Control Technology
 - CEQA, specific to permit issuance
- SCAQMD/CARB/EPA Enforcement: Title V, non-Title V, and Mobile/Portable Sources
 - Notice of Violation Settlement Agreements
 - Supplemental Environmental Projects
 - Variances before SCAQMD Hearing Board
 - Order of Abatement
 - Compliance Risk Analyses

- Legal Guidance Memos
 - Auditing/self-reporting

6.5 **Utility Rate Setting**

- Taxes
- Assessments
- Fees
- Proposition 218
- Other financial advice

6.6 **Real Estate and Related Matters**

- Acquisition/disposal
- Leases
- Eminent domain
- Easements
- Right of Way
- Encroachments
- Permits
- Other related agreements and negotiations

6.7 **General Contracts**

- Risk transfer provisions
- Advice and counsel on contract term negotiation
- Contract form and template updates

7 **DELIVERABLES**

7.1 **Invoices**

- Consultant shall issue detailed monthly invoices to OC San, which shall include a detailed description of services, date(s) of service, billed hours, hourly rate, attorney's name, and details regarding any additional costs incurred. Consultant shall also include a summary page of the key areas reflecting the overall time and cost.
- Invoices shall be submitted electronically in a format that can be uploaded and sorted.

7.2 **Reports**

- Consultant shall prepare and submit to OC San monthly and as requested reports concerning the outcome of Consultant's performance of the services rendered.
- Consultant shall provide ongoing and as requested written status updates to the General Manager or designee on all litigated matters.
- Reports shall be submitted electronically in a format that can be uploaded and sorted.

7.3 **Meetings**

- Consultant shall attend quarterly meetings with OC San's General Manager or designee to review current status of open tasks.
- Consultant shall attend OC San's Committee and Board meetings as requested and provide updates and/or legal advice during the meetings.