

PORT OF BROOKINGS HARBOR
Special Commission Meeting
Friday, December 17, 2021 • 10:00am
Teleconference / Meeting Room *(limited capacity)*
16350 Lower Harbor Road Suite 202, Harbor OR, 97415

Teleconference Call-In Number: 1 (253) 215-8782

Meeting ID: 771 205 4017

Passcode: 76242021

(to mute/unmute: * 6)

TENTATIVE AGENDA

1. CALL MEETING TO ORDER

- Roll Call
- Modifications, Additions, and Changes to the Agenda
- Declaration of Potential Conflicts of Interest

2. APPROVAL OF AGENDA

3. PUBLIC COMMENTS – (Limited to a maximum of three minutes per person. Please email your comments to portmanager@portofbrookingsharbor.com prior to the meeting, if you are calling in. ***Please wait to be called on before speaking***)

4. ACTION ITEMS

- A. General Counsel Services Selection

5. INFORMATION ITEMS

- A. None

6. COMMISSIONER COMMENTS

7. NEXT REGULAR MEETING DATE – Wednesday, January 19, 2021 at 2:00pm

8. ADJOURNMENT

A request for an interpreter for the hearing impaired, for those who want to participate but do not have access to a telephone, or for other accommodations for persons with disabilities should be made at least 48 hours in advance of the meeting to Port of Brookings Harbor Office at 541-469-2218.

This Institution is an Equal Opportunity Provider

ACTION ITEM - A

DATE: December 16, 2021
RE: General Counsel Services Request for Qualifications
TO: Honorable Board President and District Board Members
ISSUED BY: Gary Dehlinger, Port Manager

OVERVIEW

- Port received one response from Miller Nash LLP prior to the November 30 deadline.
- Board approved to extend the deadline until Wednesday December 15 to allow for additional proposals.
- Port received a second general counsel service proposal from Cable Huston, LLP prior to the extended deadline.
- Both companies are from Portland, Oregon.

DOCUMENTS

- Miller Nash LLP proposal, 14 pages
- Cable Huston, LLP, 28 pages

COMMISSIONERS ACTION

- **Recommended Motion:**
Board discussion...



Prepared for:



Port of Brookings Harbor

November 2021





James M. Walker
james.walker@millernash.com
503.205.2353 (direct)

November 30, 2021

VIA EMAIL

portmanager@portofbrookingsharbor.com

Gary Dehlinger, Port Manager
Port of Brookings Harbor
P.O. Box 848
Brookings, OR 97415

Subject: General Counsel Services – RFQ

Dear Mr. Dehlinger:

Thank you for the opportunity to submit a legal services proposal for the Port of Brookings Harbor (Port District) regarding general counsel services. We have read the request for qualifications and believe that our firm is uniquely qualified to serve the Port District's legal needs.

Miller Nash has had the privilege of providing legal services to public bodies throughout the Northwest for more than a century. We believe that no other law firm in Oregon offers the breadth and depth of our public law and experience, including [maritime](#) law. Our firm offers deep experience on a wide variety of legal issues facing public entities and have an excellent regional reputation for our work with public clients. We are familiar with the highly visible environment in which public entities operate, and have significant experience in resolving legal challenges in a manner that preserves important relationships and promotes the values and mission of the Port District.

We also understand the significant financial constraints within which special districts operate, and the rates listed in the proposal reflect our commitment to working with the Port District. We believe our rates are fair for the market and we provide our services as cost-effectively as possible. We do this by establishing project parameters, delegating work to associates and paralegals when appropriate, keeping close track of the amount of time billed, and always keeping the client informed of the work being performed. Our current public clients will confirm that they receive good value. Additionally, our attorneys are able to focus on and specialize in practice areas. Our ability to have specialists often results in a lower cost to an institution because our attorneys have knowledge and experience that makes responding to legal issues efficient and practical. We also have the support systems and resources to add value to our work, we have successfully transitioned to supporting our clients remotely and, when necessary for the client, safely in person.

California
Oregon
Washington

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Gary Dehlinger
November 30, 2021
Page 2



Finally, and perhaps most importantly, if you select us as your legal counsel, we believe that we will demonstrate (and that our other clients will confirm) that we are not just your lawyers, but part of your team. We understand and respect the work of the Port District and would take great satisfaction in helping the Port District achieve its goals.

Miller Nash would be proud to serve as your legal counsel. If you have questions, I am available to discuss any aspect of our proposal or to provide any additional information. I would welcome the prospect of meeting with the Port District and thank you for the opportunity to participate in the RFP process.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'James M. Walker'.

James M. Walker

Firm Overview

Miller Nash LLP
111 S.W. Fifth Avenue, Suite 3400
Portland, Oregon 97204
Phone: (503) 224-5858
www.millernash.com

Miller Nash LLP is headquartered in Portland, Oregon and has been providing legal services to Oregon public entities for more than a century. The firm also has offices located in Seattle and Vancouver, Washington, Long Beach, California, and Anchorage, Alaska. As a trusted and respected Pacific Northwest law firm, with over 140 attorneys, we offer comprehensive, responsive, and innovative services to a diverse group of businesses, financial institutions, nonprofits, public entities, and individuals.

Qualifications & Experience

Miller Nash is a regional law firm uniquely qualified to serve the legal needs of the Port of Brookings Harbor (“Port District”). No other Oregon law firm has the breadth of experience of our firm in the combined fields of public law, real estate, construction, litigation, maritime, and employment, and that also has the capability to provide high-level legal support for collateral legal issues in-house without having to search for outside specialists. This not only results in an efficient and high-quality legal product for our clients, but also ensures timely and coordinated responses to all your legal needs.

The firm has grown through the years to ensure that it provides its clients with outstanding legal service. We are proud to serve as counsel to many public bodies, nonprofits, and businesses. Our attorneys have served as counsel for numerous public entities, including:

- Beaverton School District
- City of Eugene
- City of Manzanita
- City of Newberg
- City of Ontario
- City of Salem
- City of West Linn
- City of Wood Village
- Clackamas Fire District #1
- Columbia Gorge Community College
- David Douglas School District
- Estacada Fire District
- Housing Authority of Yamhill County
- Marion County
- Metro
- Mt. Hood Community College
- Multnomah County Drainage District
- North Clackamas School District
- Northwest Regional ESD
- Ontario School District
- Oregon Institute of Technology
- Oregon State University
- Port of Astoria
- Port of Kalama
- Port of Longview
- Portland Community College
- Portland Public Schools
- Prosper Portland
- Rainier School District
- Scappoose Drainage Improvement Company
- Seaside School District
- Sherwood School District
- Silver Falls School District
- Springfield Public Schools
- Tigard-Tualatin School District
- TriMet
- Tualatin Hills Park & Recreation District
- University of Oregon

Public Law

To effectively represent a public body such as the Port District, an attorney must understand and value working with a mission-driven organization that is accountable to the public. Our firm has an extensive public law practice representing local government and special governmental entities, including transit districts, ports, cities, counties, special districts, urban renewal agencies, school districts, community college districts, public universities, and housing authorities. We serve as general counsel for a number of our public clients and work with in-house general counsel for others.

Several of the attorneys on the proposed Port District's team have municipal or special district backgrounds. Jeff Condit was in-house City Attorney of the City of Lake Oswego for eight years, and before that was in-house County Counsel and Assistant County Counsel in Benton County. Almost since joining the firm, he has served as the appointed City Attorney for the City of Wood Village. James Walker currently serves as outside City Attorney to the City of Manzanita and the City of Newberg. Souvanny Miller, at her previous Medford-based firm, acted as outside City Attorney for the City of Eagle Point. Many of our other lawyers work regularly with our public-sector clients.

Attorney Experience:

- Regularly advise public entities regarding governance issues, public records and meetings, public contracting, government ethics, legislation, statutory interpretation, policy drafting and implementation, bond and local option levy elections, and constitutional questions.
- Regularly work directly with elected boards, city councils, and Boards of Commissioners on policy, governance, ethics, election law, public meetings, hearing procedures, employment of the chief executive office, in addition to direct legal advice.
- For current port clients we provide and manage legal services related to real estate leasing and development, infrastructure needs, environmental cleanup and permitting, procurement contracts, open public meetings laws, public records requests, as well as drafting and negotiating contracts with agencies, tenants, and other parties.
- Drafted and negotiated legislation to establish a new special district for flood safety, water quality, and management of the Columbia River levee system in north Multnomah County.
- Assisted a city and park and recreation district in implementing its bond measures, including property acquisition, necessary land use approvals, and construction contracting.
- Provide advice on all aspects of public contracting, including procurement requirements, bidding exemptions, special procurements, insurance and liability, prevailing wage issues, defense of protests, drafting of form contracts, and managing the award and protest process.
- Advised cities, school districts, and special districts on compliance with local budget law, municipal audit law, and expenditure of public funds issues.
- Brought judicial validation proceedings to validate particular uses of bond funds and bond elections.
- Assisted public clients with ballot title drafting and defense, and general election law compliance.
- Advised on civil rights and free speech issues, including drafting and implementing diversity, equity, and inclusion policies, free speech policy, and policies and procedures designed to increase participation of minority-owned, women-owned, disabled veteran-owned, disadvantaged, and emerging small business on public contracts.
- Charter review, drafting, interpretation, and amendments.
- Negotiated successful resolutions of formal and informal legal claims, including tort claims and civil-rights issues for a larger variety of education and other public clients.
- Represented urban renewal agencies in acquiring and developing property, advising them on governance and tax-increment issues, and assisting them in accomplishing their urban renewal plans.
- Represented government bodies in state agency proceedings, at the Land Use Board of Appeals, at the Oregon Court of Appeals, and at the Oregon Supreme Court.

Litigation Experience

Our litigation lawyers help the firm's clients solve their legal problems favorably, promptly, economically, and professionally. We believe in approaching litigation the right way. This means that judges, arbitrators, and adversaries can trust what we say about the facts and the law. We are assertive and effective advocates with a strong reputation for credibility earned by many appearances before state and federal judges and local arbitrators and mediators. We believe in practical, commonsense, and cost-effective solutions to client problems. Many cases related to specific areas of law have already been mentioned prior, however, below are a few additional litigation examples.

Attorney Experience:

- Handled several investigations on behalf of public entities using forensic and public accounting experts, including investigations regarding employee theft, internal controls, officer and director duties, and accounting malpractice.
- Defended a public entity against indemnity claims asserted by former employee under the Oregon Tort Claims Act. We obtained summary judgment on all claims. Plaintiff appealed to the Oregon Court of Appeals and we obtained published opinion affirming the trial court's grant of summary judgment.
- Successfully represented fire district in a civil service appeal brought by a demoted firefighter. The civil service commission initially reversed the demotion and ordered reinstatement; on appeal to the circuit court, we obtained an order remanding the matter to the commission for rehearing, resulting in the commission's upholding the fire district's decision.
- Successfully defended the City of West Linn at the Land Conservation and Development Commission ("LCDC") against a request for an enforcement order involving the intergovernmental agreements for the urbanization of the Stafford Basin.
- Successfully assisted the Cities of Springfield and Medford in obtaining LCDC acknowledgement of urban growth boundary amendments through the public hearing process, avoiding appeals by 1000 Friends and other opponents.
- Assisted the in-house Springfield city attorney with judicial validation of an urban renewal agency plan extension.
- Successfully defended a ballot title challenge to a bond measure proposed by Enterprise School in Wallowa County Circuit Court.
- Defended a community college against a lawsuit filed by a former student who alleged race and national origin discrimination. Obtained summary judgment in favor of the college on all claims.
- Represented a public school in a high-profile case which garnered significant media attention. A school teacher filed a lawsuit against the school claiming religious freedoms and first amendment rights had been violated. The school decided not to renew his employment contract based on "unprofessional, intimidating and/or harassing behavior." We prevailed at summary judgement.

Real Estate and Land Use

Real Estate: Our transaction team brings focused diligence to help clients understand, structure, and avoid surprises related to real estate assets. We listen carefully, then guide our clients to their goals with our experience in organizing, negotiating, documenting, and managing real estate transactions. We have extensive experience in buying, selling, and leasing property for public entities, including acquisition and disposition of easements and rights-of-way. Our firm also represents clients in all types of real estate-related litigation, including disputes involving leases, contracts for the sale or purchase of real property, condemnation, quiet title, trespass, and environmental contamination.

Attorney Experience:

- Assisted school districts, cities, and special districts with property acquisition, land use, and construction of new schools, a new city hall, parks and sports fields, as well as working through neighborhood opposition arising from parking, traffic, and field lighting.
- Assisted Metro with implementing its zoo bond, including development of specialized form construction contracts for the veterinary center and the Elephant Lands habitat.
- Negotiated the purchase or sale of multiple properties for multiple public clients, including, when necessary condemnation sales.
- Prepared and negotiated real property purchase and sale agreements for properties in North Portland being acquired by a community college.
- Regularly advised Portland Public Schools on all aspects of real property ownership, including sales, leases, and licenses, including a 99-year lease to Concordia University of a jointly developed educational facility.
- Advised Prosper Portland on the redevelopment of property in and surrounding the Rose Quarter.
- On behalf of higher education clients, negotiated commercial leases and intergovernmental agreements for program space.
- On behalf of higher education clients, negotiated commercial leases to private entities for space in mixed-use college and university developments with a commercial component.
- Enforced leases on behalf of college and university clients, up to and including the eviction of tenants in breach of their lease.
- Advised Metro on selected issues related to the Convention Center Hotel.
- Draft and negotiate purchase and sale contracts and easement agreements for large postsecondary educational institution.

Land Use: Our attorneys have the knowledge and experience to assist with solving land use challenges. We routinely assist public clients with land use approvals, including urban growth boundary and comprehensive plan amendments to site high-profile public projects, including large high schools, university campus expansions, and community college campuses and centers. We understand the nature of the government process leveraging experience and insight to make that process work efficiently for our clients.

Attorney Experience:

- Assisted the cities of Medford and Springfield in successfully obtaining LCDC acknowledgement of amendment of their urban growth boundaries.
- Help a school district develop a significant sports complex, including land use appeals.
- Assisted Portland Community College with development projects on multiple campus sites as a result of the 2000, 2008, and 2017 bond measures.
- Assisted a school district with site due diligence and acquisition, and local permitting for construction of a new bus parking facility in Tualatin.
- Assisting a school district with multiple 2016 bond projects, including on-site rebuild of an elementary school and a middle school.
- Assisting Seaside School District with relocation of schools and school facilities outside the tsunami zone. The work includes evaluation of property purchases, urban growth boundary expansion, annexation, natural resource issues, and land use permitting.
- Assisting Sherwood School District with the siting of a new high school, including assemblage of four properties through negotiation and condemnation, urban growth boundary amendment, adoption of a Metro Title 11 concept plan, annexation to the City of Sherwood, and land use entitlements.

Public Construction Contracting & Construction Law

Our construction lawyers serve the public and private construction industry, representing owners, agencies, developers, general contractors, specialty subcontractors, suppliers, and testing laboratories in all aspects of construction law.

Attorney Experience:

- Assisted multiple public clients with drafting of Public Contracting Rules, preparing adoption and exemption resolutions, and implementing alternative contracting methods, such as construction manager/general contractor and design/build.
- Drafted custom services agreements for projects under a large 2017 bond, including Master Agreement and Purchase Order Form in connection with RFP for signage fabrication and installation services, and Goods and Services Agreement for Moving Services RFP.
- Revised AIA contract forms for public clients to comply with the Oregon Public Contract and are more owner-friendly than standard forms.
- Prepared intergovernmental agreements for Multnomah County Drainage District with the Cities of Portland, Gresham, Troutdale, Fairview, Multnomah County, Metro, and the Port of Portland.
- Drafted and negotiated Portland Community College's design-build contract for the Oregon Manufacturing Innovation Center.
- Currently providing property acquisition, land use, procurement, and construction contracting advice on the North Clackamas School District Bond (\$433 million), Portland Community College Bond (\$185 million), Tigard-Tualatin School District Bond (\$291 million), Sherwood School District Bond (\$247 million), and the Seaside School Bond (\$95 million.)
- Prepared intergovernmental agreements for Portland Community College with Clatsop Community College and Washington County.
- Created an intergovernmental entity to manage contracts for three drainage districts and a drainage improvement company.
- Assisted Portland State University with contract management of the \$185 million Robertson Collaborative Life Sciences Building project.
- Prosecuted multimillion-dollar construction-defect claim on behalf of Portland Community College related to construction of a new energy-efficient educational facility, resulting in settlement of over 80 percent of the cost of repair.
- Developed template construction and design contracts for bond projects that employ the traditional design-bid-build delivery method as well as design-build and construction manager/general procurement and delivery methods.
- Drafted intergovernmental agreements for special program services between K-12 school districts and large education service districts.
- Complete recovery for a public school district against a contractor's insurer arising from roof fire during a reroofing project, including victory against the insurer before Oregon Court of Appeals.
- Negotiated successful termination of a general contractor during construction of casino project and construction of a school project.
- Represented public bodies in obtaining prevailing wage determinations from the Oregon Bureau of Labor and Industries, and have advised public bodies on both the Oregon and federal prevailing wage laws.

Conflicts

All party or related entity names have been processed through the firm's conflict system, and our conflicts department has not detected any potential conflicts requiring a waiver. Moreover, we have not filed any litigation involving the Port District or its employees. We will be happy to supplement our initial conflict search with any additional entities that the Port District may request. In the future all party or related-entity names for a matter will be run through the firm's conflict system, and reviewed and approved by the designated conflicts attorney before proceeding to opening of a new client or matter. A conflict-of-interest check must be completed before a new client can be accepted or before accepting new work for an existing client. Conflict checks use full legal names of all parties and include such identifiers as individuals, corporations, affiliated companies, business entities, officers, directors, major shareholders, and DBAs. If an attorney determines that there is a potential conflict based on the report information, the attorney will refer to the client's conflict-of-interest policy and will contact the client immediately to discuss. A notation must be made on the form indicating whether the conflict was resolved before billing/filing numbers can be assigned.

Team & Lead Attorney

We propose that James Walker serve as the relationship lead for the Port District. He manages long-term relationships with other public clients, including acting as city attorney for the City of Manzanita and the City of Newberg. James recognizes the need for excellent, responsive, and practical legal advice that reflects the complex daily work of public entities. His role would be to ensure that coordinated, properly staffed legal services meet the Port District's needs. The Port District will be at liberty to reach out to any professionals on our team, however, in James' absence Jeff Condit would act as a go-to contact for the Port District.

Our public clients appreciate that when they have emergencies or unexpected developments, we can immediately respond, find the right people to assist, and work evening, weekends, cancel vacations, and do whatever else it takes to make sure that the client's needs are addressed. Clients often get to know other attorneys in the firm because of particular matters and are encouraged to contact them directly as needed and when they are comfortable doing so. We believe this helps with the continuity and stability of the client relationship and allows our firm and the client to weather any personnel changes. This has been demonstrated within our public law practice for many years as we have been fortunate to work with numerous clients over decades.

The members of the team described below have been specifically identified based on their in-depth knowledge of and experience with public entities and special districts; their understanding of federal, state, and local laws; their availability and responsiveness; and their strong academic backgrounds. We have additional support available to the Port District. One of the benefits of working with a larger firm is that we offer a deep bench of professionals under one roof in the areas that public entities require. This results in highly efficient and cost-effective delivery of services, because we can walk down the hall and ask another expert rather than having to spend hours of our time (and our clients' money) researching the law in an unfamiliar practice area. It also gives us a better understanding of the totality of your legal needs, which helps us to better understand the organization and be your partners and not just your lawyers. This approach allows us to identify and resolve legal issues before they become very expensive legal problems.

Each attorney selected for the Port District's team has a focused biography below. Miller Nash certifies that all of the attorneys proposed below are members in good standing with the Oregon State Bar.



James Walker (Point-of-Contact)

Direct: 503.205.2353 | **E-mail:** james.walker@millernash.com
Title: Partner | **Role:** Public Law, Real Estate, Construction, Public Contracting
Education: University of Michigan Law School, J.D., 2011
Oregon State Bar Admission: 2011 (OSB# 115454)
Years of Public Law Experience: 10 years

James is a transactional attorney who advises the firm's public clients on real estate, construction, public contracting, and governance and procurement matters. James has extensive experience in drafting and negotiating design and construction contracts for a variety of project owners in the public sector, including special districts, school districts, drainage districts, and municipalities. His real estate work includes drafting and negotiating purchase and sale agreements, leases, and easements. He also regularly advises public bodies on issues regarding compliance with Oregon's public contracting code and Oregon's public meetings and records law.



Jeffrey Condit

Direct: 503.205.2305 | **E-mail:** jeff.condit@millernash.com
Title: Partner | **Role:** Public Law, Public Contracting, Land Use
Education: Willamette University College of Law, J.D., 1982
Oregon State Bar Admission: 1982 (OSB# 822238)
Years of Public Law Experience: 39 years

Jeff's core practice is public law, with an emphasis on municipalities, K-12 and higher education, and special districts. He focuses on the governance and business side of this practice, including governing body advice and support, public records and meetings, government ethics, legislation and statutory authority, administrative law, public procurement and contracting including construction contracting and prevailing wage issues, intergovernmental agreements, public finance, land use, and election law. Prior to joining Miller Nash, Jeff served as in-house City Attorney for the City of Lake Oswego (eight years) and Assistance County Counsel and then County Counsel for Benton County (nine years).



Steven Hill

Direct: 360.619.7004 | **E-mail:** steve.hill@millernash.com
Title: Special Counsel | **Role:** Maritime, Environmental
Education: Lewis & Clark Law School, J.D., 1993 (USC, marine affairs, M.A.)
Oregon State Bar Admission: 1993 (OSB# 933064)
Years of Public Law Experience: 28 years

Steve is a results-oriented lawyer who seeks to solve complex environmental and maritime issues for clients. He brings decades of experience to each matter. Steve advises vessel owners, operators, ports and charters in maritime law and has provided local correspondent services for multiple international P&I Clubs and handled numerous vessel-related issues involving collisions, allisions, pollution claims, crew and longshore injuries, and cargo damage claims. Before beginning his legal practice, Steve worked in the port industry, including six years as special projects and environmental affairs manager for the Port of Vancouver, Washington.



Christine Taylor

Direct: 503.205.2417 | **E-mail:** christine.taylor@millernash.com

Title: Special Counsel | **Role:** Public Contracting, Public Records and Public Meetings Law

Education: Lewis & Clark Law School, J.D., 2012

Oregon State Bar Admission: 2012 (OSB# 124727)

Years of Public Law Experience: 9 years

Christi's practice focuses on government, municipal, and administrative law, including public records and meetings and public contracting. She is currently assisting a large public entity in creating their template solicitation documents and contracts, drafting new public contracting rules, and advising on issues as they arise. Christi also has a background in construction law and assists public clients through the process of building complex projects, including drafting and negotiating contracts for construction. Christi also has significant experience with public purchasing and contracting generally, including the drafting and negotiation of intergovernmental agreements. Additionally, Christi brings a unique experience to her work with government and public entities having spent several years practicing general business law and commercial litigation. Christi recently worked for the Oregon Department of Justice, General Counsel Division, Business Transactions Section.



Souvanny Miller

Direct: 503.205.2363 | **E-mail:** souvanny.miller@millernash.com

Title: Associate | **Role:** Regulatory Compliance, Public Records and Public Meetings Law

Education: Lewis & Clark Law School, J.D., 2017

Oregon State Bar Admission: 2017 (OSB# 174163)

Years of Public Law Experience: 4 years

Souvanny has represented municipalities in both advice and litigation matters. Through her previous law firm, Souvanny held the role of City Attorney for the City of Eagle Point. As the City Attorney, Souvanny attended and advised the City Council and staff at biweekly City Council meetings, and provided general counsel services including oral and written advice. Souvanny has advised multiple public entities relating to public meetings laws, public records laws, planning and zoning, First Amendment issues, franchises and franchise fees, contract disputes, and personnel matters. Souvanny also has experience preparing and presenting memoranda to City staff and City Council and preparing and reviewing ordinances and resolutions.

Souvanny's current practice is public-entity focused, and includes a mix of advising public entities in a wide variety of areas including regulatory compliance, constitutional law, and public records and public meetings law, handling litigation or administrative proceedings with respect to public employees, and the occasional land use matter. Souvanny understands and appreciates how legal decisions and strategies will impact the goals of mission-driven public entities and strives to provide her clients with practical solutions.

List of References

City of Newberg

Rick Rogers, Mayor
(503) 537-1276 | Rick.Rogers@newbergoregon.gov

City of Manzanita

Leila Aman, City Manager
(503) 368-5343 | laman@ci.manzanita.or.us

City of Wood Village

Greg Dirks, City Manager
(503) 489-6856 | GregD@woodvillageor.gov

Portland Community College

Linda Degman, Director, Planning & Capital
Construction
(971) 722-4423 | ldegman@pcc.edu

Multnomah County Drainage District

Hong Huynh, General Counsel
(503) 281-5675 | hhuynh@mccd.org

Fees

We work with clients to determine the most cost-effective use of legal services. We do this by establishing project parameters, communicating regularly, and delegating work to associates and paralegals when appropriate, keeping close track of the amount of time billed, and keeping the client informed of the work being performed.

We absorb minor costs and only pass on and bill the actual costs incurred for electronic discovery and document production, messenger and delivery service, and filing fees. Almost all the computerized research we perform is through subscriptions for which there is no time-based charge. We will not charge any portion of our subscription costs. When travel is necessary for a particular matter, we will charge for time spent in travel and the actual cost of reasonable expenses.

If selected as counsel, we would propose a planning meeting at no charge to the Port District to allow our attorneys to learn more about the Port District's projects and priorities. In addition to the meeting, we will allot eight hours of time to be billed at no charge to the Port District to assist in the transition of work so that the Port District does not incur costs associated with the firm getting up-to-speed.

Standard Rates

Below is a list of our team members' standard hourly rates, as well as discounted rates we propose for the Port District. We consider our rate structure to be a trade secret within the meaning of ORS 192.345(2). We respectfully request that the Port District not disclose the following records as authorized by this section of the Public Records Law.

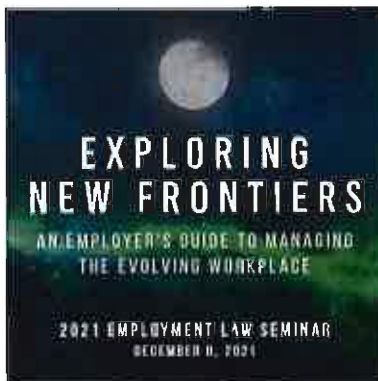
Attorney	Position	2021 Standard Rates	Discounted Rates
James Walker	Partner	\$440	\$390
Jeffrey Condit	Partner	\$585	\$390
Steven Hill	Special Counsel	\$460	\$390
Christine Taylor	Sr. Counsel	\$400	\$390
Souvanny Miller	Sr. Associate	\$370	\$325

If additional personnel are required to assist the Port District, the following discounted rates will be used:

Position	Discounted Rate
Partner/Sr. Counsel	\$390
Sr. Associate	\$325
Associate	\$290
Paralegal	\$200 (cap)

Available Trainings

You are invited to join us on December 8 for our annual half-day seminar that will provide up-to-date information and insight to help attendees understand employer legal obligations, as well as strategies to address compliance while effectively managing the workforce. This virtual event is free. [\[link\]](#)



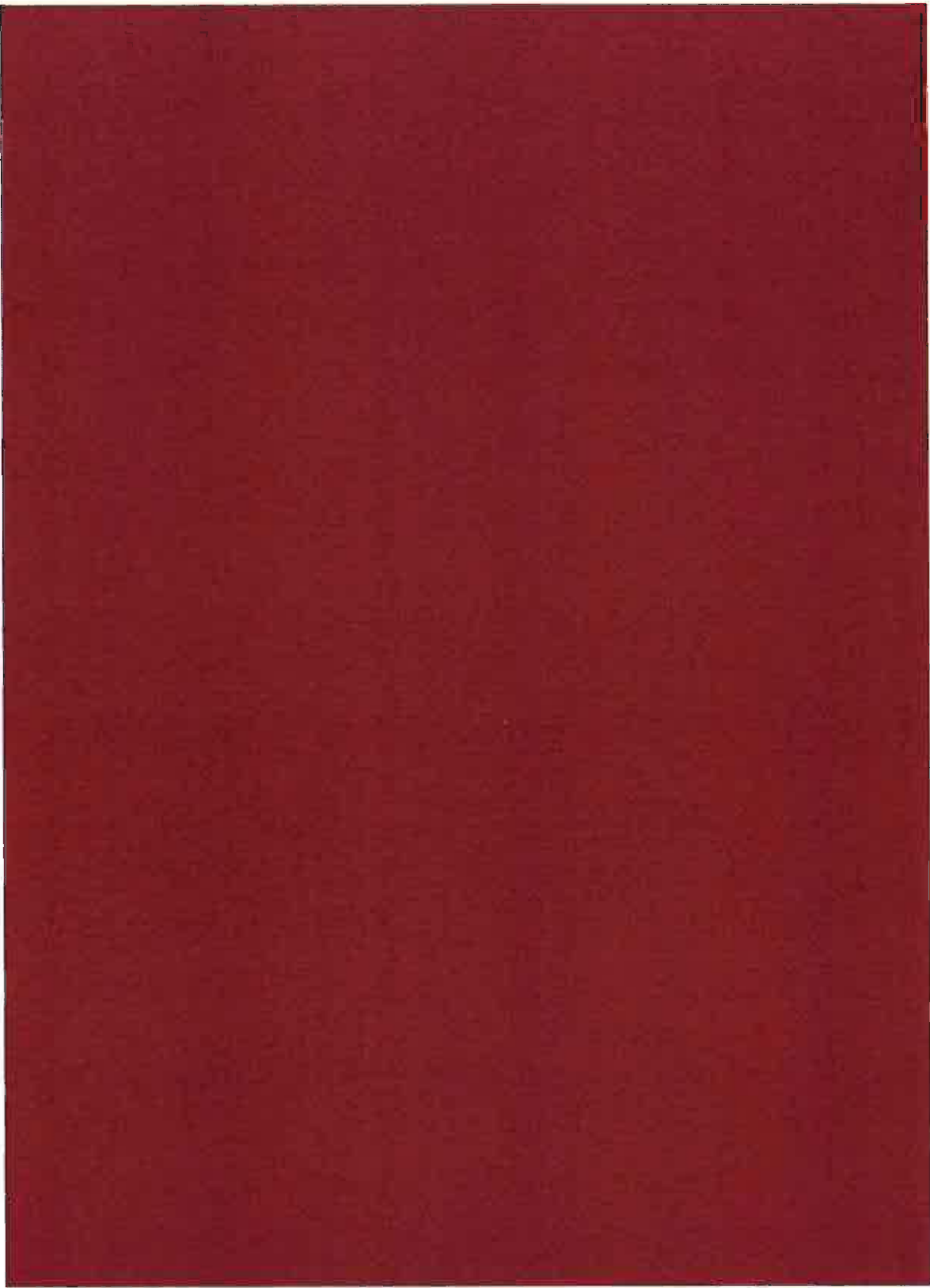
2021 Employment Law Seminar December 8, 8:30 a.m. -12:30 p.m.

Topics

- Hybrid workforce
- Accommodations
- Pay Equity
- Overlapping Leave Laws
- Wage & Hour
- Federal, State & Labor Updates

In June, our firm hosted a construction webinar on *Guidance on Contract Drafting & Negotiation in 2021*. This webinar is now available on-demand with no charge. [\[link\]](#)





877.220.5858
MILLERNASH.COM


CABLE HUSTON_{LLP}

Statement of Qualifications for
General Counsel Services

Prepared for:
The Port of Brookings Harbor

December 15, 2021





CABLE HUSTON LLP

December 15, 2021

Sent via e-mail [portmanager@portofbrookingsharbor.com]

Port Commission
c/o Gary Dehlinger, Port Manager
Port of Brookings Harbor
16330 Lower Harbor Road
Brookings, OR 97415

Re: Statement of Qualifications for General Counsel Services

Dear Commissioners and Mr. Dehlinger:

Cable Huston LLP is pleased to submit this statement of qualifications for providing general counsel services to the Port of Brookings Harbor. For over thirty years, Cable Huston has provided exceptional service and superior legal representation to clients throughout Oregon and the Pacific Northwest. We have a dedicated group of attorneys who focus almost exclusively on representing special districts, including ports, and other public entities. Our attorneys are active in the Special Districts of Oregon Association, and regularly appear before state and federal courts, administrative agencies, local governments, and the Oregon Land Use Board of Appeals.

I am a partner and member of the firm's Municipal Practice Group. My colleague Laura Westmeyer and I would be the lead attorneys in providing general counsel services to the Port of Brookings Harbor. Along with Ms. Westmeyer and me, our full team of municipal attorneys will be available to assist in this contract. Although our offices are based in Portland, we have longstanding relationships representing public clients throughout the state, including serving as general counsel for special districts and municipalities all over Oregon and Washington. With public meetings laws evolving to require more virtual options, we are excited to have the opportunity to expand our services and to serve clients that are not in the geographic area where our office is based.

Enclosed you will find the requirements as specified in your Request for Qualifications, along with additional information about our practice areas and the attorneys who will be available to assist in this contract. It would be a privilege to provide general counsel services to the Port of Brookings Harbor. Please contact me if you would like additional information about our firm or practice groups. Thank you for your time and consideration.

Very truly,



Tommy A. Brooks

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STATEMENT OF QUALIFICATIONS

I. EXECUTIVE SUMMARY

Cable Huston LLP was established in 1990 to provide superior legal representation and exceptional service to meet our clients' needs, promptly and efficiently. Our offices are based in downtown Portland. The firm includes twenty-one attorneys, along with supporting paralegals and legal assistants. We are a full-service law firm, with our attorneys representing a variety of public and private clients. Our attorneys regularly represent special districts, including ports, county service districts, water, sewer, surface water management, fire, and ambulance service districts. We also represent cities, counties, intergovernmental entities, and public utilities providing electric and telecommunications services.

At Cable Huston, we work in a team environment. The firm's medium size allows us to provide our clients with access to attorneys who specialize in a variety of areas of law that traditionally impact special districts. Representing local governments has been a part of our core mission since our founding, and we have had the privilege of advising special districts throughout long-standing relationships, many of which have lasted decades.

II. QUALIFICATIONS

A. Municipal Law Practice & Special District Law

Attorneys in our Municipal Practice Group have an experience range of four to forty years serving as legal counsel for public entities. Cable Huston's attorneys act as legal counsel for numerous municipal entities including ports, cities, counties, special districts, intergovernmental entities, and public utilities. For these clients we have provided a full range of general counsel services.

Our attorneys currently serve on the board of the Special Districts of Oregon Association, and the board of the Oregon State Bar Government Law Section, and are members of the Oregon City Attorneys Association. Attorneys in this practice area routinely attend and speak at conferences and seminars dedicated to local government law.

Cable Huston's representation philosophy has been developed over many years of successfully working with municipal entities. The basis of this philosophy is that we are legal advisors and not policymakers. We view our role as limited to assisting in the implementation of policies that are developed by the Port Commission and staff in response to the core mission of the Port. Our job is not to design public policies or programs for the Port; it is to give sound advice as to whether an activity, practice or program to be undertaken is procedurally and substantively compliant with applicable law. Where there is a statute, rule or case that clearly defines the legal rights and obligations, we will promptly advise the Port and no further costs will be incurred. In many instances, however, the question involves gray areas and assessment of risk. Our approach is to quickly advise the Port on the strength and weakness of its preferred position and then offer clear and practical alternatives to allow the Commission or staff to choose a reasoned plan of action. We understand that the Port is a public agency with duties to its citizens and subject to public scrutiny. Our goal is to always place the Port Commission and staff in the best position possible to respond to questions that

may be raised from any quarter.

B. Other Areas of Expertise

Cable Huston has expertise in many areas of law that traditionally impact ports. This section details our specific experience in some of these areas.

1. Natural resource, environmental law, and cleanups.

Cable Huston's environmental and natural resources law practice is one of the strongest in the region. We have developed professional relationships with the Oregon Department of Environmental Quality, the Oregon Water Resources Department, and the United States Environmental Protection Agency, Region 10. Members of the firm have substantial experience dealing with federal Clean Water Act issues and its implementing regulations. Accordingly, Cable Huston attorneys are regularly called upon to represent municipal and private entities in litigation involving the federal Clean Water Act and Oregon water pollution control laws.

Cable Huston has assisted many clients in assessing environmental compliance for their facilities, establishing environmental compliance maintenance programs, and correcting instances of potential non-compliance. We have been involved in investigation and cleanups under federal and Oregon law, including at Federal National Contingency Plan Superfund sites as well as numerous sites under Oregon environmental cleanup laws. Cable Huston has represented governmental agencies and private parties for environmental investigations and cleanups.

Cable Huston assisted the U.S. Postal Service in investigating its Oregon property where a manufactured gas plant had historically operated and establishing with the Department of Environmental Quality that no cleanup was necessary for substantial gas plant contamination present in the soil and groundwater. Our firm also assisted the U.S. Postal Service in convincing another party to pay a substantial amount of the cost for this investigation.

2. Land use.

Cable Huston attorneys frequently represent local governments in land use actions, brief policymakers on land use matters, and defend land use decisions at the Oregon Land Use Board of Appeals, Court of Appeals, and Supreme Court. We advise local governments in all types of land use matters, including issues related to zoning, impact fees, exactions, condemnations, system development charges, interpreting rules and statutes, drafting legislation, and land use proceedings. Attorneys in this practice group typically appear before the Land Use Board of Appeals in several cases each year. The firm specializes in assisting public entities and other utilities in their efforts to obtain land use approval for major infrastructure projects.

3. Public employment law, personnel matters, and labor negotiations.

Cable Huston attorneys advise on matters of disability and reasonable accommodation, termination and employee performance reviews, discrimination and harassment law litigation, employment contracts, and complaints before the Bureau of Labor and Industries. We are also very familiar working with collective bargaining agreements.

4. Landlord-tenant & real estate

Cable Huston attorneys regularly advise public clients on leases with commercial tenants, including for the Port of St. Helens and the Port of Cascade Locks. Where landlord-tenant disputes arise, our attorneys have represented ports in defending or asserting the legal claims.

Cable Huston attorneys provide advice on property issues, including negotiation, acquisition, and condemnation, and negotiate and draft documentation for all types of real estate transactions and properties. Cable Huston has considerable experience representing its municipal clients in obtaining easements, purchasing, selling and leasing real property, negotiating development agreements for economic development and, as a last resort, in condemnation proceedings. We represent the Port of St. Helens in a wide range of real estate matters, including preparing, negotiating and enforcing contracts for the following: residential, agricultural, commercial and industrial leasing and lease guaranties, public and private financing, public and private property development, financing and joint use of infrastructure, joint use of railways and discharge permits, water and dock, improved and unimproved property acquisitions, financing and sales, including purchase and sale agreements and financing contracts. And we have represented the Port of Cascade Locks in leases and real estate transactions of all types for the past eight years.

5. Public purchasing and contracting.

Cable Huston attorneys frequently advise public clients in contracts and purchases, draft procurement policies and procedures for adoption by the Local Contract Review Board, and provide advice regarding local budget laws. Our goal in this area is to simplify the state rules and regulations and provide the most flexibility to governments at the local level.

6. Open meetings and public records.

Cable Huston attorneys routinely provide counsel on public meetings, review and advise on the minutes for public meetings, and attend special meetings and executive sessions. Our attorneys are also well versed in public records laws and have drafted public records policies in addition to frequently providing recommendations and draft responses to records requests, and review and redactions for applicable exemptions.

7. Elections.

Elections laws and restrictions on political campaigning are time-sensitive areas of law that we routinely advise in before election seasons and throughout the year as

potential legislative ballot measures may be presented. We are able to assist in drafting neutral language regarding ballot measures and advise on the restrictions on advocacy for elected officials and staff.

8. Complex issues.

Cable Huston has great breadth of experience in complex issues. As one example, Cable Huston represented the City of Portland, Port of Portland, Multnomah County, Clackamas County Service District No. 1, Surface Water Management Agency of Clackamas County, the City of Gladstone, the City of Happy Valley, the City of Lake Oswego, the City of Milwaukie, the City of Oregon City, the City of River Grove, the City of West Linn, the City of Wilsonville, and the Oak Lodge Sanitary District as common counsel in *Tualatin Riverkeepers v. Oregon Department of Environmental Quality*. The case challenged the DEQ’s issuance of Municipal Separate Storm Sewer System NPDES permits (M54 permits) to the above-referenced permittees. The case presented many issues of first impression for Oregon courts, including whether numeric limitations must be included in M54 permits under Oregon law and the federal Clean Water Act or whether controls to prevent the discharge of pollutants to the “maximum extent practicable” are sufficient. Cable Huston successfully represented the municipal permittees, prevailing on all claims on summary judgment at the trial court level, and also prevailed on all issues on appeal.

Cable Huston has extensive experience permitting large infrastructure projects that are subject to multiple levels of regulations. As a recent example, Cable Huston currently represents an intergovernmental entity formed by two cities and a water district for the purpose of planning and constructing a 31-mile water pipeline and an associated water intake facility, water treatment plant, and terminal reservoirs. In that capacity, our attorneys advise the client on all aspects of the project including contracting, obtaining land use approvals in at least five different jurisdictions, state and federal environmental laws, and property acquisitions (both through negotiation and condemnation).

C. Litigation Experience

Cable Huston has a full team of attorneys, paralegals, and legal assistants in our Litigation Practice Group, and our attorneys have both defended public entities and prosecuted on their behalf throughout the state. Below is a non-exhaustive list of representative cases from our municipal litigation practice:

Client	Litigation Matter
City of Albany	Litigation counsel for the City in a Clean Water Act citizen suit brought by the Willamette Riverkeeper.
City of Lake Oswego	Condemnation counsel for Lower Boones Ferry Road Project; mediated construction claim to favorable City outcome in Lake Oswego Interceptor Project; negotiated claims

	and avoided costly lawsuit for the Lake Oswego-Tigard (LOT) Water Project.
Eugene Water & Electric Board	Complex construction defect counsel for replacement costs following catastrophic roll gate dam failure; water right acquisition regarding the Leaburg Dam Water Canal.
Joint Water Commission (Cities of Beaverton, Forest Grove, Hillsboro, Tigard, and the Tualatin Valley Water District)	Complex construction defect counsel for water treatment expansion project.
Netarts-Oceanside Sanitary District (NOSD)	Counsel to NOSD defending against differing conditions and delay claims by directional drilling contractor.
North Clackamas County Water Commission (NCCWC)	Counsel for NCCWC in successful claims against Siemens for water treatment plant defects.
Oak Lodge Water Services District (OLWSD)	Counsel to OLWSD regarding claims against treatment plant manufacturer related to inefficient waste processing performance; counsel to OLWSD regarding claims by a developer over the propriety of the District's system development charges.
Oregon Association of Clean Water Agencies (ACWA)	Counsel for ACWA, challenging State Department of Environmental Quality Surface Water Management permits on behalf of Cities of Albany, Corvallis, Turner, and others.
Port of Cascade Locks	Counsel to Port in breach of contract suit arising from commercial real estate transaction and defending against claims in federal court.
Tualatin Valley Water District (TVWD)	Counsel to TVWD in successful defense of differing conditions, delay, and consequential damages claims by general contractor in water reservoir construction project.

III. REFERENCES

Sarah Jo Chaplen

General Manager

Oak Lodge Water Services District

Phone: 503-654-7765

E-mail: sarahjo@olwsd.org

Cable Huston serves as general counsel to the Oak Lodge Water Services District. Tommy Brooks is the lead general counsel with Laura Westmeyer acting as assistant general counsel.

Olga Kaganova

General Manager

Port of Cascade Locks

Phone: 541-374-8619

E-mail: okaganova@portofcascadelocks.org

Cable Huston serves as general counsel to the Port of Cascade Locks. Tommy Brooks and Laura Westmeyer are the primary attorneys for this Port.

City of Mosier

Colleen Coleman, City Manager

Phone: 541-490-9758

E-mail: colleen.coleman@cityofmosier.com

Cable Huston has provided general counsel services to the City of Mosier since 2017, with Laura Westmeyer as the lead attorney.

IV. SUMMARY OF LEAD ATTORNEYS

A. Tommy A. Brooks

Tommy Brooks is proposed as a lead attorney and primary provider of services to the Port. Mr. Brooks would serve as a primary contact between the Port and the firm, provide general counsel services, and serve as the initial connection point between the Port and the Cable Huston attorneys holding expertise in the areas of law where counsel is needed or requested.

Tommy Brooks has been with Cable Huston since 2007, and he focuses his practice on municipal law issues. Much of Mr. Brooks' work involves land use, but he provides a wide range of services to our municipal clients, including providing counsel with respect to governance issues, public records and public meetings laws, public contracting, government ethics, and local franchise issues. Mr. Brooks has served as general counsel for the Port of Cascade Locks since 2013. Mr. Brooks also serves as a Hearings Officer for land use proceedings in two Oregon counties. Prior to starting his law practice, Mr. Brooks worked in various positions in the Portland Mayor's office, serving as that office's liaison to all city departments overseeing utility and land use matters.

B. Laura Westmeyer

Laura Westmeyer is proposed as a co-lead attorney for the Port. Ms. Westmeyer has dedicated her career to serving local governments, both before and after becoming an attorney. Prior to her entrance in law in 2012, Ms. Westmeyer worked in land use planning, serving local and state governments where she held positions at a professional consulting group contracted with local governments, in the state Transportation & Growth Management Program (a joint program between the state Department of Transportation and Department of Land Conservation and Development), and as a city planner for the City of Sweet Home, Oregon.

As a licensed attorney, she worked as in-house counsel for Marion County before opening a law practice to contract with local governments in the Columbia River Gorge region. She joined Cable Huston in August of 2018, where she dedicates her law practice to advising public entities throughout the state. Ms. Westmeyer has served as the City Attorney for the City of Mosier since 2017 and assists in providing general counsel services to a wide variety of special district clients. Ms. Westmeyer also serves as a Hearings Officer for several Oregon counties.

C. Other Attorneys in the Municipal Practice Group

Within our greater Municipal Practice Group, our attorneys have been providing legal counsel services to local governments in Oregon for the past forty years. Our attorneys sit on various boards, including the Board of Directors for the Special Districts Association of Oregon, Board of Directors for Tualatin Valley Fire & Rescue, the Oregon State Bar Legal Ethics Committee, the Executive Committee of the Government Law Section of the Oregon State Bar, and the Oregon Department of Geology and Mineral Industries. The education, experience, and years of practice for other attorneys who are available to assist in this contract are identified in the individual resumes that we are submitting along with this Proposal.

V. CONFLICTS OF INTEREST

Cable Huston performs conflict checks for every new matter and will take action to resolve any conflict of interest that might arise. Generally, if a conflict of interest is waivable, we may ask both parties to waive the conflict and continue to represent one party in the matter. If a conflict is not waivable, then we will withdraw from representing one or both parties to the matter.

We have performed a conflict of interest check prior to submitting this Proposal, and we wish to advise you that we have no known or anticipated conflicts in our representation of the Port of Brookings Harbor. If a conflict of interest should arise in a particular matter, we will take immediate action to resolve the conflict.

VI. REPRESENTATIVE CLIENTS

In an attachment to this Proposal, we have provided a non-exhaustive list of representative clients we have served that are similar in organizational structure, size, or that have had similar legal service needs as we would anticipate for the Port of Brookings Harbor.

VII. COST OF SERVICE

We bill clients on an hourly basis for legal services performed. The hourly rate for each of our attorneys who are likely to provide services under this contract is listed in an attachment to this Proposal. Other reimbursable expenses that may appear on an invoice may include postage and mailing charges, and miscellaneous expenses such as ordering court transcripts, or large photocopy jobs, all of which are direct expenses for which we charge only the actual cost, without markup. We do not generally charge for printing or scanning.

Our intention is to structure our rates and services in a manner that is both practical and efficient, and in such a way that will best meet the Port's needs. We provide discounted rates for all of our public entity clients.

Attachment A – Hourly Rates

2022 Hourly Rates for Key Attorneys Proposed

Attorney	Hourly Rate
Laura Westmeyer (general local government)	\$300
Tommy Brooks (general local government, land use)	\$370
Nikki Swift (condemnations)	\$370
Clark Balfour (water, wastewater, SWM, condemnation, natural resources, elections, bonds, taxation)	\$370
Casey Nokes (municipal litigation)	\$370
Gretchen Barnes (real estate transactions)	\$370
Michael McClory (personnel matters, collective bargaining agreements)	\$370
Jim Kincaid (natural resource and environmental matters)	\$370

These rates may be adjusted from time to time, and we will notify you well in advance of any change in hourly rate. Other attorneys and legal professionals may assist in this contract, and their rates would be billed at our rate structure that follows.

**GENERAL PUBLIC ENTITY RATES FOR 2022
AND ATTORNEY DESCRIPTION**

Level	Hourly Rate
Partner	\$370
Entry Level Partner	\$340
Senior Associate	\$300
Junior Associate	\$270
Paralegal	\$200

- **Partner:** A Partner has at least ten years of experience as a practicing attorney and five years of experience at the partner level. Partners are developing leaders in their field and have demonstrated experience representing a wide variety of clients in that field.
- **Entry Partner:** Cable Huston elects Entry Partners to join the Partnership when the individual attorney has demonstrated a high-level of skill and expertise in one or more practice areas, the ability to lead a team of attorneys and staff on individual projects, and an ability to develop new clients or work. Entry Partners typically have a minimum of five years of experience as a practicing attorney in addition to those qualities.
- **Senior Associate:** A Senior Associate has more than three years of experience as a practicing attorney. While Senior Associates are well-versed in a wide variety of practice areas, they tend to work in a particular practice area. Senior Associates can serve as a project lead or primary contact on a particular issue where it makes sense to do so. Senior Associates continue to operate under the close supervision of a partner-level attorney, but with much greater autonomy.
- **Junior Associate:** A Junior Associate has up to three years of experience as a practicing attorney and may work in a wide variety of practice areas assisting other attorneys. Cable Huston primarily utilizes Junior Associates to conduct cost-effective research and analysis. Cable Huston chooses Junior Associates based on their demonstrated ability to succeed in school or at other law firms, and chooses specific Junior Associates based on the background or knowledge they can bring to the overall team of attorneys at the firm.

Attachment B – List of Representative Clients

Representative Clients Include:	Type of Representation
Port of Astoria	Special Counsel regarding an environmental investigation.
Port of Cascade Locks	General Counsel in all aspects of local governance and operations since 2013.
Port of Portland	Special Counsel regarding Clean Water Act permitting issues and a bankruptcy claim.
Port of St. Helens	Special Counsel for matters of general governance, real estate, environmental, insurance coverage, property development issues, bankruptcy, and collection matters.
Special Districts Association of Oregon/Oregon Public Ports Association	Special Counsel providing advice on legislative matters and interactions with state agencies such as the Oregon Marine Board.

Representative Clients Include:	Type of Representation
Aurora Fire District	General Counsel providing services on property taxation (Measures 5/50 and Local Operating Levies), elections, land use and facility siting, emergency medical services, and public safety.
Central Lincoln People's Utility District	Special Counsel on general utility matters for more than 30 years.
City of Albany, Oregon	Special Counsel regarding federal and state environmental permitting and compliance related to wastewater and surface water management.
City of Corvallis, Oregon	Special Counsel regarding federal and state environmental permitting and compliance relating to wastewater, drinking water, and surface water.

Representative Clients Include:	Type of Representation
City of Hermiston, Oregon	More than 20 years providing services, including in the formation of a new municipal electric utility, franchise agreements, and all aspects of electric utility, water, wastewater, telecommunications, and land use.
City of Klamath Falls, Oregon	More than 10 years providing services in all aspects of permitting, design, construction, financing, and generation of a city-owned electric generating plant.
City of Lake Oswego, Oregon	Special Counsel for Lake Oswego and Tigard to create the LOT Water Partnership to permit, design, construct, own, and operate a joint water supply system. Special Counsel to LOT Water Partnership in a construction claim brought by the CM/GC and Special Counsel in construction claim regarding a large diameter sanitary sewer interceptor underneath Lake Oswego; matters resolved without litigation. Special Counsel for the Boones Ferry Road Project to assist in the acquisition of over 50 properties for a widening project.
City of Mosier, Oregon	General Counsel for all aspects of local governance and operations since 2017.
Clatskanie People's Utility District	More than 30 years providing General Counsel services.
Clatsop County	Hearings Officer for land use and code enforcement matters since 2019.

Representative Clients Include:	Type of Representation
Clean Water Services (CWS)	Special Counsel for over 20 years under a master services agreement for matters including environmental, condemnation, intergovernmental service agreements, and general litigation. CWS provides wastewater and service water management to approximately 400,000 people, including 7 cities and unincorporated areas in Washington and Multnomah Counties.
Deschutes County	Hearings Officer for land use enforcement matters since 2020.
Emerald People's Utility District	Special Counsel since 2007; General Counsel since 2015 on all matters of governance and operations.
Eugene Water & Electric Board	More than 30 years as Special Counsel on all aspects of electrical system and environmental and regulatory matters, as well as land use.
Gresham Barlow School District	Special Counsel in construction agreement for water system improvements to meet fire flow requirements for a high school in the district.
Hood River County	Hearings Officer for code enforcement matters since 2019.
Joint Water Commission (Cities of Beaverton, Forest Grove, Hillsboro, Tigard, and Tualatin Valley Water District)	More than 20 years providing General Counsel services, environmental and regulatory permitting and compliance, land use authorization, and design and construction of major supply facilities. JWC is an intergovernmental entity providing drinking water to 300,000 citizens of its member entities.
McMinnville Water & Light (MWL)	More than 20 years as Special Counsel on water and power issues. Assisted in formation of the Yamhill Regional Water Authority (see YRWA, below). Project Counsel for the McGuire Dam Project and successfully defended NEPA challenges before the Ninth Circuit Court of Appeals.

Representative Clients Include:	Type of Representation
Monmouth Independence Networks – MINET (Cities of Monmouth and Independence, Oregon)	Formed as independent entity under ORS Chapter 190 and have served as General Counsel for more than 15 years.
North Clackamas County Water Commission (NCCWC)	General Counsel for NCCWC, an intergovernmental entity that owns and operates a drinking water treatment plant supplying water to Sunrise Water Authority, Oak Lodge Water Services, and the City of Gladstone. Representation included successful construction claims against Siemens for water treatment plant defects.
Oak Lodge Water Services District (OLWSD)	More than 25 years providing General Counsel services, including environmental and regulatory permitting and compliance, land use, and real estate matters. Consolidated the former Oak Lodge Water District and Oak Lodge Sanitary District to form OLWSD.
Regional Radio System Partnership (Washington County Consolidated Communications Agency, Clackamas 800 Radio Group, City of Portland, Clark County Regional Emergency Communications Agency)	Formed partnership to implement the Interoperable Communications Strategic Plan for the Portland Urban Area for a 911 digital radio system with P25 standards to connect into the Oregon Wireless Interoperability Network.
Rockwood People’s Utility District	General Counsel for all matters of local government.
Seven County Regional Radio Partnership	Part of consultant team to draft an agreement creating a Regional Radio Intergovernmental Entity to provide an interoperable 911 radio system for Benton, Coos, Curry, Douglas, Lane, and Linn Counties.
Sunrise Water Authority	General Counsel for all matters of local government.
Tillamook People’s Utility District	More than 15 years providing General Counsel services; currently assisting with obtaining land use approval for a new transmission line.

Representative Clients Include:	Type of Representation
Tualatin Valley Water District	More than 25 years providing General Counsel services for all aspects of water system including environmental and regulatory permitting and compliance; land use authorization; design and construction of major facilities; annexation and withdrawal of territory by cities; intergovernmental cooperative agreements; creation of intergovernmental entities for large projects; system development charges and rates.
Umatilla Electric Cooperative	General Counsel in all aspects of utility governance and operation.
Willamette Intake Facilities Commission (Tualatin Valley Water District, Cities of Beaverton, Hillsboro, Sherwood, Tigard, and Wilsonville)	Created the Willamette Intake Facilities Commission, an intergovernmental entity consisting of 6 members, to expand an existing Willamette River water intake from 70 million gallons per day (MGD) to 150 MGD as part of the Willamette Water Supply Program.
Willamette River Supply Coalition (Tualatin Valley Water District, Cities of Sherwood, Tigard, and Tualatin)	General Counsel to an intergovernmental entity that jointly owns and manages a large water right on the Willamette River for the benefit of 4 entities.
Willamette Water Supply Program	Project Counsel to a partnership between the City of Hillsboro and the Tualatin Valley Water District for environmental and land use permitting, property acquisition (including condemnation), design, construction, and financing of a river intake, water treatment plant, 30 miles of large diameter pipe and reservoirs to be on line in 2026 at an estimated cost of \$1.2 billion. This includes negotiation and drafting of many IGAs with cities and Washington County as the project goes through incorporated and unincorporated areas as well as farm zones.
Woodburn Fire District	General Counsel providing services on property taxation (Measures 5 and 50 and Local Operating Levies), elections, land use and facility siting, emergency medical services, and public safety.

Representative Clients Include:	Type of Representation
Yamhill Regional Water Authority Commission	Assisted in formation of the Yamhill Regional Water Authority, an intergovernmental entity with McMinnville Water & Light, Dayton, Lafayette, and Carlton, to jointly use a Willamette River water right at a water treatment plant to be jointly designed, financed, constructed, owned, and operated.

Attachment C – Attorney Resumes

CABLE HUSTON^{LLP}



Tommy A. Brooks

Practice Emphasis:

Land Use
Municipal Law
Energy and Public Utility
Law

Education:

Juris Doctorate degree,
University of Oregon
School of Law
Order of the Coif

Bachelor of Science
degree, Forest Resources,
University of Georgia
magna cum laude

Areas of Practice:

Mr. Brooks' practice focuses on municipal law, with an emphasis on land use, energy law, and other regulatory issues. His municipal experience spans nearly two decades. Prior to attending law school, he worked in the Office of the Mayor in Portland, Oregon, for four years where he

served as the mayor's policy aide for planning, utility, environment and economic issues.

Since joining Cable Huston, Mr. Brooks has assisted in the representation of public and private entities in all types of land use regulatory matters, including issues related to real estate transactions, condemnation proceedings, land use permitting, zoning, interpretation of statutes and rules, and the enactment of proposed statutory and rule changes. These projects often involve leading teams of consultants in complex development matters combining land use and other environmental permitting issues.

Mr. Brooks also represents consumer-owned utilities of all types. He specializes in local government law and all aspects of ratemaking. He serves as general corporate counsel for a small Port district in Oregon and a small rate-regulated water company in Central Oregon. He has helped to successfully defend multiple municipalities' electric rates in Idaho.

While in law school, Mr. Brooks externed as a clerk for the Honorable Ann L. Aiken, U.S. District Court Judge for the District of Oregon.

Professional Activities:

- Oregon State Bar Local Government Executive Committee member
- Oregon State Bar member
- Multnomah Bar Association member
- Washington State Bar Association member
- American Bar Association member

Admitted to Practice:

- Oregon State and Federal Courts
- Washington State and Federal Courts
- United States Court of Appeals, Ninth Circuit

CABLE HUSTON^{LLP}



Laura Westmeyer

Practice Emphasis:

Municipal Law
Land Use
Energy and Public Utility

Education:

Juris Doctorate
Lewis & Clark Law School
Editor
Environmental Law Review
President
Public Interest Law Project

Bachelor of Arts

Willamette University
Council Member
Sustainability Council

Areas of Practice:

Ms. Westmeyer is deeply committed to serving public entities, and her training and practice over the past eight years has included representing all levels of government, in both civil and criminal matters.

Prior to entering the legal field, Ms. Westmeyer

focused in land use, working as a staff city planner in the processing of current development proposals, for a state agency assessing the impacts of land use and transportation plans in local communities throughout Oregon, as a planning consultant for a private developer, and as a research aid for a planning and communications firm contracted with local governments. Ms. Westmeyer has a comprehensive understanding of the legal needs of local governments, having worked as both in-house counsel and staff for several Oregon municipalities.

At Cable Huston, Ms. Westmeyer's practice is focused on municipal law. She advises cities, intergovernmental entities, and special purpose districts in all matters of local governance and daily operations, including public procurements, meetings and records, local budget law, intergovernmental agreements, telecommunications and franchise negotiations, code enforcement, and policy formation, as well as in land use matters such as the adoption of comprehensive plan and zoning ordinance amendments, and the interpretation of state and federal statutes and administrative rules.

Ms. Westmeyer is honored to serve as a hearings officer for jurisdictions around Oregon in a variety of code enforcement matters. Ms. Westmeyer is also trained as a professional

mediator, which skills she employs routinely in her daily work, government negotiations, and public meetings.

Professional Activities:

- Oregon City Attorney's Association
- Government Law Section of the Oregon State Bar
- Oregon Chapter of the American Planning Association, Legislative and Policy Affairs Committee
- Real Estate & Land Use Section of the Oregon State Bar
- Oregon Women Lawyers' Association

Admitted to Practice:

Oregon State Courts

CABLE HUSTON^{LLP}



Clark I. Balfour

Practice Emphasis:

Land Use
Eminent Domain
Environmental
Design and Construction
Water
Municipal
Utility

Education:

Bachelor of Arts degree,
Linfield College, 1976
Juris Doctorate degree,
Northwestern School of Law,
Lewis and Clark College,
1979

Recognition:

Clark was named a leader in
his field in the 2015 edition
of *Chambers USA*.

Professional Experience:

Since 1979, Clark Balfour
has practiced principally in
the areas of municipal,
land use, public works and
contracting, water,
wastewater and power
utilities, condemnation and
environmental regulation.

Mr. Balfour serves as general
counsel for a variety of
municipalities and special
districts providing sanitary
sewer, surface water
management, domestic water
supply services, and public
safety services.

Mr. Balfour has developed
extensive experience in the
federal and Oregon water
quality laws, water rights,
regulatory permits, construction
claims, eminent domain, and
land use laws. Mr. Balfour
assists clients in project services
such as property acquisition,
permitting, procurement and
construction, primarily for
public works, including roads,
utilities, reservoirs and dams.

Mr. Balfour represents local
government clients in regulatory
matters with local, state and
federal agencies.

Mr. Balfour has formed various
entities under ORS Chapter 190
to allow individual
municipalities to form
partnerships for public works,
utility and public safety
information technology
projects.

Representative Work:

Drafted legislation that made it
easier to locate utility facilities
on EFU lands on behalf of the
Special Districts Association of
Oregon and the League of
Oregon Cities.

Served as counsel to the City
of Hermiston in condemnation
litigation to acquire an electric
distribution system from an
investor-owned utility.

Assisted McMinnville Water &
Light with NEPA issues
related to increasing the
McGuire Reservoir, including
a successful defense in Federal
District Court and Ninth
Circuit Court proceedings.

Formation of
intergovernmental entities to
allow individual government
members to jointly own and
operate public works, utilities,
public safety and information
technology projects.

Professional Activities:

Member, Oregon State Bar,
Government Law, Real Estate
& Land Use, and
Environmental & Natural
Resources Sections

Past Member, Oregon State
Bar, Government Law Section,
Executive Committee

Community Activities:

Board of Directors, Tualatin
Valley Fire & Rescue

Board of Directors, Special
Districts Association of
Oregon

CABLE HUSTON^{LLP}



James S. Kincaid

Practice Emphasis:

Environmental Law
Natural Resources Law
Administrative Law
Municipal Law

Education:

Bachelor of Science degree,
University of Oregon, 1983

Juris Doctorate degree,
Northwestern School of
Law,
Lewis and Clark College,
1987
(magna cum laude)

Professional Experience:

Jim Kincaid focuses his practice in the areas of environmental law, natural resource law, and administrative practice and procedure, with an emphasis on matters under the federal Clean Water Act, the Endangered Species Act, and the Oregon water pollution control laws.

Mr. Kincaid represents clients in permitting, enforcement and contested case proceedings before state and federal agencies, and in citizen suit litigation under the

federal environmental laws. Mr. Kincaid's most recent and ongoing activities include the representation of clients in matters involving Clean Water Act NPDES permitting, Section 404 permitting, and Section 401 Certifications.

Mr. Kincaid also is currently involved in relicensing several hydroelectric projects in Oregon and Washington, and representing entities in consultations pursuant to the Endangered Species Act. Mr. Kincaid also assisted McMinnville Water & Light in permitting activities relating to the McGuire Dam raise, and assisted in the defense of those permits against claims made in a citizen suit filed under the Clean Water Act and NEPA. Mr. Kincaid also represents a number of entities in matters relating to releases of hazardous substances and in the management and disposal of hazardous waste under applicable Oregon and federal law. Most recently, Mr. Kincaid has advised several entities on cost recovery and remediation under evolving federal law.

Some representative clients Mr. Kincaid has worked for include:

Eugene Water & Electric Board
Peoples Utility District No. 1 of
Cowlitz County, WA
StarLink Logistics, Inc.
Netarts-Oceanside Sanitary District
Clackamas County Service
District No. 1
Tri-City Service District
City of Albany, OR
City of Corvallis, OR
City of Klamath Falls, OR
City of Salem, OR

Professional Activities:

Mr. Kincaid is a member of the Oregon Association of Clean Water Agencies (ACWA), and a member of ACWA's legal committee.

Mr. Kincaid is a member of the Oregon Department of Environmental Quality, Willamette River TMDL Advisory Council and is the Chair of the DEQ Dry Cleaner Advisory Committee.

Mr. Kincaid is also a member of the DEQ Voluntary Cleanup Program Focus Group. He is a member of the Land Use and Real Estate Utility Law and Environmental Law sections of the Oregon State Bar, and a member of the Natural Resources, Energy and Environmental Law and the Administrative Law sections of the American Bar Association.

Mr. Kincaid is a member of the AOI Environmental Committee, and previously chaired the AOI work group on RCRA-exempt Wastewater Treatment Units and Elemental Neutralization Units.

Mr. Kincaid's peers have selected him for inclusion in *The Best Lawyers in America* for 2010 – present in the fields of Environmental Law, Litigation – Environmental and Water Law. Chambers USA (2016 – present) listed Mr. Kincaid as a notable practitioner in the field of environmental law.

Admitted to Practice:

Oregon State Courts
U.S. Supreme Court
U.S. District Court for
the District of Oregon

II

CABLE HUSTON^{LLP}



Gretchen S. Barnes

Practice Emphasis:

Real Estate
Real Estate Finance
General Business

Education:

Bachelor of Arts,
Gonzaga University, 1993
(*summa cum laude*)

Juris Doctorate,
Northwestern School of Law
at Lewis & Clark College,
2003 (*cum laude*)

Other Activities:

Oregon State Bar Real
Estate and Land Use Section

Washington State Bar

Commercial Real Estate
Women (CREW)

American Bar Association Real
Property, Probate & Trust
Section

Multnomah County Bar
Association

Professional Experience:

Prior to joining Cable Huston
LLP, Ms. Barnes acted as
Closing Attorney for the National
Closing Office of a national title
insurance and escrow company,
where she closed multi-million
dollar commercial and industrial
acquisition and financing
transactions in Oregon,
Washington, California and
Nevada. She also facilitated sales
of closely held businesses,
including both assets and real
property.

Scope of Practice

Preparing documentation for asset
based lending, real estate mortgage
financing and closings; preparation
of development and construction
agreements between owners,
project managers, contractors and
subcontractors; negotiating work-
outs and foreclosing on security
documents; organizing partnerships
and other vehicles for investment
in real estate; negotiation of
documentation for the acquisition
and disposition of real estate;
Section 1031 exchanges;
representation of landlords and
tenants in commercial lease trans-
actions;

Organization of
corporations, limited liability
companies, general and
limited partnerships;

Mergers, acquisitions and all
related documentation,
property issues, employee
and shareholder matters;

Negotiation of buy-sell
agreements between
shareholders and
corporations; resolving
disputes between partners;
and the preparation of leases,
contracts, and other
agreements in diverse
situations.

Admitted to Practice:
Oregon
Washington

CABLE HUSTON^{LLP}



Michael G. McClory

Practice Emphasis:

- Affirmative Action Plans
- OFCCP Compliance
- Employment Litigation
- Disability Discrimination
- Reasonable Accommodation
- Leaves of Absence
- HR Counseling & Advice
- Personnel Policies & Practices

Education:

J.D., University of Notre Dame Law School, 1989

B.A., University of Notre Dame, 1986

Volunteer Activities:

OSWILG, President, Board Member, 2010-present

NWEEO, Board Member, 2002-2010

Lake Oswego School Dist, Legal Budget Comm, ad hoc committees, 2006-2012

Professional Experience:

Management-Side Labor and Employment Practice:

Employment Litigation:

Mike defends employers in employment litigation and employers on employment law matters.

Employment Counseling:

Mike advises private and public employers on the full field of employment law issues. His practice includes but is not limited to:

- ADA and similar state laws (reasonable accommodation counseling, fitness for duty evaluations, and undue hardship analyses);
- FMLA, OFLA and other family leave laws;
- Drug and alcohol policies, including navigating medical and recreational marijuana use laws;
- EEO, discrimination, harassment, and retaliation issues;
- Wage and hour advice, overtime and exemptions, and meal and rest breaks;
- Military leave issues;
- Veterans preference compliance for public sector employers; and
- Personnel policies and practices, including handbook review.

AAP/OFCCP Compliance:

Mike represents federal contractors and subcontractors.

As a condition of contracting with the government, federal contractors and subcontractors are subject to a variety of legal obligations set forth in regulations enforced by OFCCP (the Office of Federal Contract Compliance Programs in the US Dept of Labor). These regulations impose non-discrimination and affirmative action obligations on covered federal contractors and subcontractors. His practice in this specialized area includes:

- Representing contractors during OFCCP compliance audits (responding to notices of desk audits, guiding contractors through onsite audits, advocating for contractors in the conciliation process);
- Advising contractors regarding obligations under Executive Order 11246; Section 503 of Rehabilitation Act of 1973, and VEVRAA;
- Assisting contractors with the design and implementation of affirmative action plans.

H

CABLE HUSTON_{LLP}



Nicole M. Swift

Practice Emphasis:

Commercial Litigation
Eminent Domain
Environmental Litigation

Education:

Vanderbilt University,
B.A., 2005, *summa cum
laude*

The Ohio State
University Moritz
College of Law, J.D.,
2010, *cum laude*

Recognition:

Oregon Super Lawyers,
Rising Star 2018-present

Professional Experience:

Nikki is a partner in the firm's litigation, energy and public utility, and environmental practice groups.

Nikki has substantial litigation and arbitration experience in complex matters involving eminent domain, commercial contract disputes, construction disputes, federal and state environmental laws, and land use disputes.

Nikki has advised public and private condemnors and private property owners in more than 40 eminent domain matters in Oregon and Washington.

Previous Experience:

Prior to joining Cable Huston in 2013, Nikki worked as a Business and Torts Litigation associate at Jones Day in Chicago. While at Jones Day, Nikki focused her practice on complex commercial disputes, *qui tam* litigation, and employment litigation. Prior to working at Jones Day, Nikki served as a judicial extern for the Honorable Jeffrey S. Sutton, United States Court of Appeals for the Sixth Circuit.

Professional Activities:

Nikki is a member of the Federal Bar Association, Oregon Bar Association, Washington Bar Association, Multnomah Bar Association, and Oregon Women Lawyers.

Nikki also is active in the community. She is on the Board of Directors of the Japan-America Society of Oregon (JASO) and a member of the Women's Leadership Committee. She also is a mentor in the District of Oregon's Re-Entry Court Program, which helps drug and alcohol abusers convicted of federal offenses transition from prison.

Admitted to Practice:

Oregon State Courts
Washington State Courts
Illinois State Courts
United States Court of Appeals
for the Ninth Circuit
United States District Court,
District of Oregon
United States District Court,
Eastern District of
Washington
United States District Court,
Western District of
Washington
United States District Court,
Northern District of Illinois

CABLE HUSTON^{LLP}



Casey M. Nokes

Practice Emphasis:

Litigation
Sports and
Entertainment
Title Insurance
Appellate Practice Group
Municipal

Education:

University of Notre Dame
Law School, J.D., 2005,
cum laude

- Barristers Moot Court
Trial Team, *Captain*
- Edward F. Barrett
Award for Outstanding
Achievement in the Art
of Trial Advocacy

California State
University, Chico, B.A.
2000

Professional Experience:

Casey has substantial experience in all aspects of state and federal litigation in cases involving corporate governance, complex contract disputes, securities fraud, commercial leases, government investigations, construction defects, and consumer protection laws. Casey's practice has included representation of corporations and individuals in state and federal complex civil litigation, arbitration, and appeals. Casey also has significant experience representing financial institutions in FINRA arbitrations and litigating in bankruptcy court.

Casey has argued before federal and state courts, including the U.S. Court of Appeals for the Ninth Circuit and the Oregon Supreme Court.

Prior Experience:

Prior to joining Cable Huston in 2011, Casey worked as a litigation associate at Kirkland & Ellis LLP in San Francisco. While there, Casey focused his practice on complex civil litigation, including acting as associate trial counsel and lead associate on multi-million dollar commercial disputes and contested Chapter 11 proceedings.

Admitted to Practice:

Oregon State Courts
Washington State
Courts; California State
Courts; U.S. Court of Appeals,
Ninth Circuit; U.S. District
Court, Northern, Central,
Eastern and Southern Districts
of California; and U.S. District
Court, District of Oregon

Professional Activities:

Visiting Faculty, Notre Dame
Law School Intensive Trial
Advocacy Program, 2012 –
2019

Coach of Cleveland High
School Mock Trial Team, 2013
– 2019

Instructor/Judge, Golden Gate
University Law School Trial
Team, 2010 – 2011

Member, Federal Bar
Association, Oregon Chapter

Member, American Bar
Association

Member, Mid-Sized Firm
Committee for Campaign for
Equal Justice

Recognition:

*Casey Nokes has been selected
by his peers for inclusion in
Super Lawyers as a Rising Star
2016.*