



TO: Commissioners Brown, Carlson, Mital, Simpson and Helgeson  
FROM: Frank Lawson, General Manager  
DATE: February 28, 2018  
SUBJECT: Board Appointed Consultants  
OBJECTIVE: Board Consideration and Action

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**Issue**

At the January 2018 Board Meeting, Commissioners requested staff evaluate and present some options for Board-appointed real estate legal counsel, in addition to general counsel. Two candidates are presented for Board consideration.

**Background**

EWEB Public Contracting Rule 6-0130 designates Board Appointed Consultants as personal services that are not subject to competitive bidding requirements. The Board reviews and ratifies contracts with consultants awarded under Rule 6-0130 annually. The Board shall ratify use of Board Appointed Consultants at the beginning of every year that the contract is in effect.

There is no limit to the number of Board Appointed Consultants, and having at least two for real estate issues can be helpful because of potential conflicts with other parties. These consultants will provide professional services directly to the Board of Commissioners, or to the General Manager at the request of the Board.

**Discussion**

Real estate counsel provides advice and consultant services involving a varied and often highly complex set of activities centering on real estate matters including sales and acquisitions, title, land use, environmental, development, leasing, finance, joint ventures, restructuring and workouts, and litigation. After some initial research, the following two candidates are presented for Board consideration.

Firm	Arnold Gallagher	Watkinson Laird Rubenstein
Contact/Attorney	<b>Becky Schwarzkopf</b>	<b>Jane Yates</b>
Specialty	Business real estate & construction	Business law, real estate, & intellectual property
Attorney Response: <i>Describe your individual background and capabilities (areas of expertise and experience)?</i>	Commercial real estate has been the core of my legal practice since I entered practice in 2002, first at a national law firm in Boston and then, since 2006, here in Eugene at Arnold	My practice includes a significant amount of real estate work. I negotiate and document leases and sales of all sizes, including those for regional shopping centers, medical facilities, and

	Gallagher P.C. My practice includes acquisitions and sales, leasing, contract and easement negotiation, and many other aspects of real estate law. My practice also includes construction contracting and some estate planning. I believe my strength lies in articulating issues and potential solutions with both attention to detail and to the big picture.	natural resource companies. In addition, I guide clients through the due diligence process; form strategies for dealing with defects, including access, title, and environmental issues; and develop letters of intent for the transaction structure. In the interest of efficiency, my approach to transactions is collaborative, but I take a more aggressive stance when necessary.
Attorney Response: <i>What's your firm's background and bench strength in the real estate area?</i>	Real estate work is a foundational component of our firm. We represent numerous owners and developers of real estate locally and regionally, some of whom we have represented for decades. Our goal as a firm is to provide full service representation to our clients on real estate matters, both transactional and litigation. Eight of our current lawyers have expertise in the real estate area and are available to make sure we are able to respond to our clients' real estate needs in a timely and efficient manner.	Our bench is strong. Kevin Burgess and Derek Simmons have ample experience in lease and sales transactions. Jim Dole and Clark Rasche have litigated all types of real estate disputes. Julia Manela has significant experience with secured transactions. Sarah Subias and Heather Walloch can provide expertise when trusts or estates are involved in transactions. Our firm benefitted from a long association with John Watkinson (recently retired), whose expertise in real estate law is well known in Oregon. Due to his expertise and reputation, we worked on projects that might have normally gone to a larger regional firm. All members of the firm have benefitted from his tutelage.
Rate(s)	\$280 (Attorney)	\$305 – 15% (\$259.25)

**Recommendation**

Management recommends that the Board ratify Arnold Gallagher, via Becky Schwarzkopf, and Watkinson Laird Rubenstein, via Jane Yates, as Board Appointed Consultants for real estate counsel, directing staff to pursue contracts accordingly. Management also recommends that the Board ratify Luvaas Cobb as a Board Appointed Consultant for general counsel.

**Requested Board Action**

As a consent item, approval will direct staff to execute personal services contracts with Arnold Gallagher, Watkinson Laird Rubenstein, and Luvaas Cobb as Board Appointed Consultants.

## EWEB Board Consent Calendar Request

For Contract Awards, Renewals, and Increases

The Board is being asked to authorize a Personal Services Contract with **Luvaas Cobb Attorneys at Law** for **General Counsel Services for the EWEB Board of Commissioners**, and two (2) Personal Services Contracts with **Arnold Gallagher P.C.**, and **Watkinson Laird Rubenstein P.C. for Real Estate Legal Counsel**.

Board Meeting Date: March 6, 2018

Project Name/Contract#: PSC 2653 / General Counsel Services for EWEB Board of Commissioners

PSC 2656 / Real Estate Legal Counsel Services for EWEB Board of Commissioners

PSC 2657 / Real Estate Legal Counsel Services for EWEB Board of Commissioners

Primary Contact: Frank Lawson Ext. 7621

Purchasing Contact: Collin Logan Ext. 7426

### Contract Amount:

Contract Amount (PSC 2653): \$50,000 (over five years)

Contract Amount (PSC 2656): \$50,000 (over five years)

Contract Amount (PSC 2657): \$50,000 (over five years)

Additional \$ Previously Approved: \$0

Invoices over last approval: \$0

Percentage over last approval: 0 %

### Contracting Method:

Method of Solicitation: Direct Negotiation

If applicable, basis for exemption: Rule 6-0130 Board Appointed Consultants & Retained Professionals

Term of Agreement (PSC 2653): Through January 2023 Board Meeting with annual ratification

Term of Agreement (PSC 2656): Through January 2023 Board Meeting with annual ratification

Term of Agreement (PSC 2657): Through January 2023 Board Meeting with annual ratification

Option to Renew? Yes, with annual ratification

Approval for purchases "as needed" for the life of the contract Yes

Proposals/Bids Received (Range): \$n/a

Selection Basis: Direct Negotiation

### General Counsel Services

The Board is being asked to authorize contracts with **Luvaas Cobb Attorneys at Law** for **General Counsel Services for Board activities**.

Staff was directed by the General Manager's office to negotiate a Personal Services Contract for General Counsel Legal Services for the Board. Staff have developed the contract, services to include legal advice and consultation, research and interpret laws that affect EWEB business, draft or review resolutions and memoranda, provide guidance on policy and policy development, attend work sessions and meetings with EWEB's Board of Commissioners, and other general advice and litigation as needed.

### Real Estate Legal Counsel

The Board is being asked to consider for authorization Personal Services Contracts for **Real Estate Legal Counsel for Board Activities**. If approved by the Board, Staff will negotiate two (2) new Personal Services Contract for real estate legal counsel to support the Board's activities. Services available under these contracts include assistance with property leases, right of ways, easements, etc.

**ACTION REQUESTED:**

The General Manager's office requests the Board authorize Personal Services Contracts with **Luvaas Cobb Attorneys at Law, Arnold Gallagher P.C., and Watkinson Laird Rubenstein P.C.**

**SIGNATURES:**

Project Coordinator: \_\_\_\_\_

Manager: \_\_\_\_\_

Purchasing Manager: \_\_\_\_\_

Board Approval Date: \_\_\_\_\_