

Office of the
City Attorney

September 15, 2016

Josh Anzel
Jones Hall
475 Sansome Street, Suite 1700
San Francisco, CA 94111

Subject: Bond Counsel for the Remarketing of 2011 Water Refunding Revenue Bonds

Dear Mr. Anzel,

This will confirm that the City of Riverside City Attorney's Office is retaining Jones Hall to represent the City in the above-referenced matter. Said representation is pursuant to the existing Attorney Services Agreement, as well as the terms set forth in the enclosed Billing Guidelines. Per your enclosed fee proposal, the fees and costs expected to be incurred through resolution of this matter will be Forty Thousand Dollars (\$40,000).

Please execute and return a copy of this letter, with a budget proposal, acknowledging your consent to the retention in the above matter and to the terms associated therewith to the undersigned. Should you have any questions, please feel free to contact me.

Very truly yours,

Gary G. Geuss
City Attorney

Enclosures

I hereby accept the retention in the above matter and agree to abide by the terms of the Attorney Services Agreement and the Billing Guidelines.


Josh D. Anzel
Shareholder



Billing Guidelines

In a continuing effort to clearly communicate the City's expectations to our retained counsel, below are guidelines that are to be followed for any work completed on our behalf. Any exception or deviation of these guidelines must have prior City approval or the billing item will be disallowed.

- A detailed description of all time billed must be broken out by each task with a notation of the time devoted to such task. No block billing will be accepted
- No billing for legal research that is within the purported expertise of the lawyer hired will be accepted. Any time spent educating junior lawyers in the substantive law or researching matters considered to be common knowledge among reasonably experienced counsel in a jurisdiction should not be billed
- No billing for internal conferences between lawyers of the same firm will be accepted
- No excessive or repeated review of file, pleadings, depositions, medical records etc., will be accepted
- No more than one lawyer to make appearances at meetings or court. Only the primary assigned lawyer may appear. Prior approval must be obtained before other lawyers appear
- Whenever practicable, Court Call should be utilized for routine court appearances
- Legal research in excess of four hours must have prior City approval
- The City of Riverside considers the following costs part of outside counsel's overhead and will not accept charges for the following items: computer; secretarial; word processing; messenger services provided by a firm employee; email; incoming facsimiles; rent; conference rooms; lighting; air conditioning; supplies; library staff; library use and materials; clerks; proofreaders; organizing, reorganizing and maintaining files; indexing and tabbing materials; creating and organizing files; corresponding with vendors; processing vendors bills; organizing files for storage; collating; copying documents; ordering and instructing vendors; general clerical functions; and overtime. Exception must have prior City approval
- The City expects counsel to avoid unnecessary travel through teleconferencing. Travel must have prior approval from the City
- ~~Outside counsel are not authorized to retain any outside vendors without City approval~~



JONES HALL

August 29, 2016

Mr. Scott Miller
Chief Financial Officer

Ms. Laura Chavez-Nomura, CPA
Assistant General Manager - Finance

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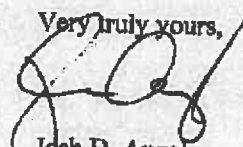
Re: Fee Proposal for Bond Counsel and Disclosure Counsel Services -
City of Riverside

Dear Mr. Miller and Ms. Chavez-Nomura:

We are pleased to have the City of Riverside ("City") consider our fee proposal to serve as bond counsel and disclosure counsel in connection with the proposed remarketing of its Variable Rate Refunding Water Revenue Bonds Issue of 2011A. The fee proposal is enclosed with this letter.

Please do not hesitate to contact me with any questions you might have regarding the enclosed proposal. Thank you for the opportunity to present our fee proposal.

Very truly yours,



Josh D. Anzel
Shareholder

Fee Proposal

For serving as bond and disclosure counsel for the remarketing, we propose a flat fee of \$40,000 inclusive of reimbursable expenditures.

All fees and expenses for services as bond counsel and disclosure counsel would be payable from bond proceeds and is contingent on the successful completion of the applicable financing.