



ARCHERNORRIS
A PROFESSIONAL LAW CORPORATION

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11-29-17

November 28, 2017

VIA OVERNIGHT

Board of Directors
Tri-City Healthcare District
C/O Teri Donnellan
Executive Assistant
4002 Vista Way
Oceanside, CA 92056

Dear Chair Dagostino and Board:

Please find enclosed our firm's response to the District's request for proposals for the Board Counsel role. The central facet of our response, I believe, is the unique ability we have to bring to a district board the dual status of highly experienced hospital lawyers combined with an equally deep expertise in district law and public agency status and governance. We've been working in both fields for 30 years. Add to this background the knowledge we have gained by working with similarly situated healthcare districts in recent years, in which they have faced challenges that are both industry wide as well as unique to California Healthcare Districts. We believe we have the ability to quickly and successfully meet your Board's legal needs and expectations.

We fully embrace the district mission to vindicate the public trust delegated to the elected board and its management by the residents of the District and the State of California. This understanding of the special purpose of a healthcare district, as well as an understanding of the limitations that cause some to disparage district status, has helped us succeed in our association with the many healthcare districts we have worked for over the years. We are pleased that our relationships with our healthcare clients tend to last many years. A key to our lasting relationships is the focus of our practice on the day to day issues arising for the District Board. As a result of this focus we can answer many questions quickly by e mail or phone, without turning them into major research projects. Our clients tell us this is fairly unique in their experience with law firms.

We currently do legal work for over a dozen healthcare districts, ranging from the Oregon border to Lancaster and Lompoc, and act as general counsel to 10 of these districts.

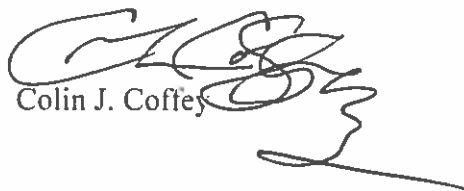
Noel Caughman and I head our healthcare district practice. As a California regional firm we also have the depth to provide our district clients the full panoply of public law, day to day employment, real estate, and dispute resolution needs that commonly arise among our health district clients. Noel Caughman also leads the firm's Employment Practices Group which handles employment litigation such as defending wrongful termination, sexual harassment, discrimination and wage and hour claims in state court, federal court and in administrative hearings. The Group also provides employment compliance advice and counseling to hospital human resource personnel and general counsel. The Firm works with the hospital's EPL insurance carrier to carefully manage litigation costs.

I want to address here, per the RFP, the question of approach to the Board Counsel role. We have acted in many capacities as counsel to healthcare districts, including general counsel, special project counsel, and board / governance counsel. We strongly believe that there should not be distinctly separate roles for the in house general counsel and outside board / governance counsel. The roles, rather, should be integrated with the in house general counsel as the head of the legal department organizational chart. While board counsel can work directly with board and management leadership, the key role for board counsel, and the role we envision for us with Tri-City, is that of advisor to the general counsel as well as board and management. As the chief attorney and the attorney immediately and always available to the board and management, the general counsel should be attending board meetings and involved in board and governance issues. It is imperative that the general counsel be involved in both the mundane and policy level governance issues with the board counsel, and in time the organization will benefit from more direct involvement by the general counsel with less reliance on outside board counsel. It will improve efficiency and the quality associated with the delivery of legal advice to the Board and management, while reducing costs.

Per your submittal requirements, I am authorized to sign this letter with the attached proposal as an authorized representative of the firm. Archer Norris is a legal professional corporation. We have tried to respond to all the specific requests within the RFP, but if we have missed any details please let us know. We look forward to answering any questions you or your Board may have concerning our firm and this Proposal.

Very truly yours.

ARCHER NORRIS


Colin J. Coffey

CJC/lz



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**Response to Request for Proposal
Healthcare District Law Services**

MATERIALS PREPARED FOR



Tri-City Medical Center

Tri-City Healthcare District
November 30, 2017

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SAN FRANCISCO

LOS ANGELES

NEWPORT BEACH

WALNUT CREEK



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Introduction

**EXPERTISE IN THE PROVISION OF GENERAL LEGAL
SERVICES TO CALIFORNIA HEALTHCARE DISTRICT HOSPITALS**

Archer Norris is a 75+ attorney firm with offices located in Walnut Creek (main office for purposes of this Proposal), San Francisco, Los Angeles and Newport Beach. Archer Norris serves a general business and public agency clientele focused on California. Archer Norris is "A/V" rated by Martindale-Hubbell. Archer Norris has had a California based practice for 60 years. Archer Norris provides a full range of healthcare legal services for hospitals, physicians, and ancillary providers, combined with 30 years of experience working for California healthcare districts. Our firm has a truly unique status as a long time provider of legal services that combine "nuts and bolts" hospital work with the special application of public agency status surrounding healthcare district organizations. Because of this unique and long experience, the firm also serves as counsel to the Association of California Healthcare Districts and BETA Healthcare Group, the JPA liability carrier serving most California District Hospitals as well as many non profit hospitals.

The firm's healthcare law department specializes in the provision of general counsel, regulatory, governance, and dispute resolution services to healthcare districts, hospitals and other health providers. The firm currently acts as general counsel to District operated hospitals including Marin General Hospital, Sonoma Valley Hospital, Northern Inyo Hospital, John C Fremont, Southern Humboldt District Hospital, Surprise Valley Healthcare District, and provides legal services to non-profits, John Muir Health (three acute care hospitals), St. Francis in San Francisco, and Children's Hospital Oakland. Our healthcare district clients also include the Antelope Valley Healthcare District in Lancaster, El Camino Healthcare District, Peninsula Health Care District, Eden Township Healthcare District, the Los Medanos Healthcare District, Lompoc Valley Medical Center, Lompoc Healthcare District, Mark Twain Healthcare District, Desert Healthcare District, West Side Healthcare District, and the Soledad Community Healthcare District (which operates a RHC and SNF). We have the role as special board/governance counsel to Antelope Valley and El Camino healthcare districts. The firm has been active in the Association of California Healthcare Districts for 30 years. We are also a provider of legal services to UC Health, the operator of major academic medical centers across the State of California.

By the nature of these district hospitals and the industry nation wide, we have been focused in our practice on the financial hardships and challenges attending their operations and financing



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options. We have been dealing daily in our practice with the impact of the Affordable Care Act and its implementation in California and upon our district hospital clients.

Additionally, the firm has represented a broad variety of healthcare providers, including skilled nursing facilities, home health agencies, surgery centers, an occupational health clinic, FQHC Community and Rural Health Clinics, Healthcare District 1206(b) and (d) clinics, an ambulance district, a hospice facility, a nurse staffing company, physician staffing groups, along with many individual nurses, physicians and large and small physician groups.

For a complete list of all our attorneys and their resumes, please view our website at www.archernorris.com.

Archer Norris Team



COLIN J. COFFEY, PARTNER

- Healthcare
- Public Agency Matters



NOEL M. CAUGHMAN, PARTNER

- Healthcare
- Employment and Human Resources Services



MICHAEL B. PETERSON, PARTNER

- Healthcare
- Finance and Debt Structuring, Real Estate Transactions



JAMES J. FICENEC, PARTNER

- Healthcare
- Litigation
- Business



PATRICE N. HARPER, SPECIAL COUNSEL

- Healthcare
- Employment and Human Resources Services



LAWRENCE E. WINEGRAD, SENIOR ASSOCIATE

- Healthcare
- Business, Finance, Real Estate Transactions



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Experience

Healthcare Districts: Experience for Public Agency Legal Services to California Healthcare Districts

The core of the firm's healthcare department is Colin Coffey, managing partner of the healthcare, public law, and political law practice and Noel Caughman, partner, concentrating in contract, compliance, employment, clinical, regulatory, patient consent, EMTALA, HIPAA, and ethical medical issues impacting hospitals and their medical staffs. Additionally, Mike Peterson is experienced in healthcare district and healthcare/hospital business transactions, real estate, financing/debt transactions, medical group contracting, organization and operations. We have associates as well that are dedicated to the hospital and public agency facets of the healthcare practice.

Archer Norris has a particular expertise in the "public law" applicable to hospitals operated by healthcare districts. The firm has 30 years of experience practicing under the Local Healthcare District Law (California Health & Safety Code, Sections 32000, et.seq.). We are therefore knowledgeable of the many facets of the Local Healthcare District Law that influence the daily operations of the hospital and its board and management, ranging from delegation of board authority to obscure restrictions on operations, such as, for example, the ability to subsidize indigent county patients or provide services beyond district boundaries. We closely monitor legislative developments affecting healthcare districts, and often assist in legislative efforts by the ACHD to change provisions in the District Law and influence other public agency legislation. We have drafted fairly recent amendments to the District Law at the behest of the ACHD's legislative advocates.

Mr. Coffey has a standardized "new District Board member" orientation and accompanying guidebooks and materials he provides as part of district "orientations" of newly elected or appointed board members.

Our firm has accumulated comprehensive experience and resource materials in the following public law fields as applied to healthcare districts:

- **Government Claims Act** procedures and immunities applicable to public agencies and public officials



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- **Brown Act and Public Records Act** public disclosure, notice and meeting requirements, including special exceptions applicable only to healthcare districts, e.g., trade secret matters
- **Local government contracts** and healthcare district **competitive bid requirements and Board Bid and Procurement Policy requirements**
- **Ad Valorem Property taxation** assessment, levy, collection and use, Prop. 13 formulas, County Auditor tax distribution procedures, and public entity tax exemptions
- **Parcel Tax** creation, implementation, and use for operations and long term debt security
- **General Obligation ("GO") Bond** issues for taxpayer supported new construction or renovation upon voter approved ballot measures
- **Public agency lease requirements**
- **Public Official Ethics Guidelines / FPPC conflict of interest** regulations, statutory and common law public official conflicts rules ("Section 1090" contract conflicts), district officials' **financial disclosure** rules (**Form 700**), California statutory and common law prohibitions against public official **incompatible activities**, along with specific healthcare district rules on conflicting competitive employment relationships
- **District elections** and administrative procedures, **board vacancies and appointments**
- **State Constitutional limitations** on local agencies (gift of public funds, unlawful delegation of authority, etc.)
- **LAFCO** rules and authority applicable to healthcare districts, Municipal Service Reviews and Sphere of Influence studies, County Special District Association participation
- **District board governance (bylaws / policies / rules of meeting procedure)**
- **Board Delegation** and management authority in the public sector (assistance with Board / management roles)
- **Eminent domain** rights and special application of **CEQA** and **land use** laws to public agencies
- **Investment Fund Policy requirements** for California local governments, e.g., the State LAIF fund participation
- **Public sector financing** vehicles for specific projects through the **Cal Mortgage** program or the issuance of **GO Bonds** based on voter approval, and HUD programs

The firm handled major asset transfers following the affiliations and reorganizations of Brookside Hospital and Mt. Diablo Medical Center with private sector organizations. The firm has negotiated on behalf of the Peninsula Health Care District a transfer of its leased hospital (Peninsula Hospital) and 23 acres of land in a transaction by which Sutter Health has built and financed a new 600 million dollar acute care campus at the site, with limited District oversight. We have handled the legal affairs of the Marin Healthcare District three year transition by which Marin General Hospital has undergone a transition from Sutter affiliation to freestanding operations. We are actively engaged in the many and complex



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issues underway at Marin General as it has successfully launched operations as a free-standing, locally controlled, community hospital. Mr. Coffey has provided a Hospital Counsel sponsored webinar presentation on "loose affiliation" options among small rural hospitals hoping to avoid wholesale sales or mergers with large systems. Mr. Coffey also recently made a presentation to the District Board at Hazel Hawkins Medical Center, Hollister, on district hospital affiliation models occurring in California.

Our firm has acted as "Issuers Counsel" in major bond issues by district hospitals, amounting to over one billion dollars in past and future bond proceeds. Of note, our firm has prepared studies for our healthcare districts on the abilities and limitations upon the districts as public entities to engage in health system affiliations, networking and joint ventures. Archer Norris has extensive experience in healthcare district "Section P" asset transfers (voter approved), mergers, and affiliations and has prepared studies on the large variety of healthcare district reorganizations around the State. We also have a great deal of experience guiding our district clients on conducting their activities through affiliated nonprofit entities.

We work closely with County, State, Federal, and local public officials to benefit our clients in the legislative and local government process and for assistance with administrative proceedings and negotiations. Given the community responsiveness of health district boards, we have had to act as counsel to numerous citizen advisory committees established by our district clients to advise them on special matters of community concern. We are well versed on handling the public issues and missions surrounding the involvement of community groups in the affairs of the districts. We fully embrace the district mission to vindicate the public trust delegated to the elected board by the residents of the district and the State of California. District Hospital representation has necessarily required an understanding and ability to successfully communicate (or advise on communications) with local news media.

Hospitals: Experience for General Legal Services to Healthcare Districts

Active with California Society for Healthcare Attorneys, the American Health Lawyers Association, and the ABA Health Law Section, Mr. Coffey and Ms. Caughman regularly attend seminars updating legal developments in healthcare law, regulation, and strategic planning. They are experienced in a wide range of healthcare issues including governance, hospital law and regulation, licensing, Joint Commission accreditation, medical staff and nursing issues, ethics, healthcare ventures, hospital and provider operations, board policy, tax-exempt financing, and non-profit organizations. The Firm's healthcare attorneys are experienced in all facets of provider contracting, ranging from major strategic transactions to everyday business and vendor agreements. Our practice also encompasses physician



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and nurse practitioner primary and specialty care clinics and skilled nursing facilities operated by healthcare districts.

We have counseled hospital and physician group management and governing boards on the fiduciary standards applicable to individuals in decision-making roles in the healthcare industry. The Firm's work with boards and senior management has focused on assuring compliance with the many legal and regulatory rules governing the operations and policies of public agencies and 501(c)(3) healthcare providers. Mr. Coffey, for instance, has many years of experience working with elected boards and their board bylaws and governance committees.

We are called upon to regularly guide our hospital and physician clients through the Federal and State compliance laws and regulations governing their business relationships and operational practices. The Firm's work has included assisting the drafting and implementation of hospital compliance policies and procedures, and standards of conduct, designed to meet the regulatory mandates of the Fraud & Abuse, Stark, IRS Intermediate Sanctions, EMTALA, and HIPAA laws. We regularly advise senior management and boards on the proper process and documentation of decisions in areas that are heavily scrutinized, including provider contracts, peer review, physician credentialing disputes, quality assurance, utilization management, and emergency services.

We have prepared physician recruitment agreements and policies that meet either the special healthcare district standards or IRS non-profit organization guidelines. We have assisted our district hospital clients in the organization and operations of 1206(b) [district operated], 1206(d) [hospital outpatient], and 1206(l) [medical foundation] physician clinics, and associated professional services arrangements with physician staff. A number of our district clients operate their physician practices as Rural Health Clinics.

We should note that our hospital practice has included the everyday scope of employment matters (hiring, firing, discipline, harassment, investigations, employment policy interpretation and development) and Noel Caughman has handled these matters, along with two other attorneys active in our employment practice. We have not developed expertise in broader issues involving ERISA issues, pension, and collective bargaining, along with antitrust, government investigations or medical staff proceedings, complex reimbursement matters, or certain health plan contracting, for which we often refer our clients to specialty legal or consulting firms.

Experience for Dispute and Litigation Services to Healthcare Districts

An offshoot of our healthcare business and regulatory practice has been litigation engagements on behalf of our provider clients, and on behalf of healthcare clients using



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Archer Norris for dispute resolution and active litigation. Our Firm's litigators have handled numerous business and public sector disputes (through both alternative dispute resolution and litigation) among hospitals and physicians, and with medical groups arising in their common business activities. Highlights of representative cases include:

- Noel Caughman and Will Coggshall lead the Firm's Employment Practices Group which handles employment litigation such as defending wrongful termination, sexual harassment, discrimination and wage and hour claims in state court, federal court and in administrative hearings. The Group also provides employment compliance advice and counseling to hospital human resource personnel. The Firm works with the hospital's EPL insurance carrier to carefully manage litigation costs.
- Representing the Marin Healthcare District and Eden Township Healthcare District in litigation and disputes with Sutter Health.
- Representing Children's Hospital Oakland in the McMath case, a case followed nationally involving the tragic brain death of a teen girl and her family's efforts to maintain treatment.
- Successfully defended the Peninsula Healthcare District in multi-year litigation stemming from a citizen group challenge to a 50 year ground lease transaction for construction of a new hospital.
- Successfully defended the Mt. Diablo Healthcare District against a lawsuit brought after it declared a former CEO's buy out deal a gift of public funds
- Numerous employment / independent contractor related engagements through litigation or alternative dispute resolution.
- Litigation and arbitration of major Medi-Cal reimbursement disputes for Doctors Medical Center and St. Rose Hospital.
- Defended Kaiser on issues involving both coverage/claims disputes as well as liability aspects (professional and/or product).
- Successfully defended a manufacturer of over-the-counter hormonal supplements from product liability claims alleging adverse reactions.
- Successfully defended a manufacturer of a drug-coated cardiac stent in a product liability claim.
- Successfully defended a manufacturer of penile implants in a product liability claim.
- Represented Chubb's healthcare group in D&O and other insurance coverage matters arising from such policies.
- Represented MetLife in an ERISA claim where MetLife was accused of bad faith denial of benefits to a severely disabled woman. Summary judgment for MetLife.
- Defended hospitals and physicians in medical malpractice actions.
- Represented physicians in group partnership disputes



Qualifications of Legal Counsel

Representative List of Clients and References

We believe the following organizations best indicate our firm's ability to successfully provide legal representation and counsel to California Healthcare Districts.

Antelope Valley Healthcare District

Lancaster. We act as governance counsel to Board and management.

- Don Parazo, MD, Board Chair, (661) 949-5520 (Trisha Guerrero, Executive Secretary to Dr. Parazo)

Lompoc Valley Healthcare District

Lompoc. We act as special counsel for medical staff development (1206b clinic development).

- Jim Raggio, CEO, (805) 737-3301

Marin Healthcare District, Owner of Marin General Hospital, Greenbrae, CA, and operator of 1206(b) physician clinics in Marin County. General Counsel since 2004.

- Jennifer Rienks, senior member, District Board of Directors, 415-476-5283
- Lee Domanico, CEO, Healthcare District and CEO of Marin General Hospital, 415-464-2090

Sonoma Valley Hospital (Sonoma Valley Healthcare District)

Sonoma, California, general counsel since 2011.

- Kelly Mather, CEO, 707-935-5005
- Sharon Nevins, Chair, Board of Directors, 707-935-5005

Soledad Healthcare District, dba, Soledad Medical Clinic (RHC) and Eden Valley Care Center (SNF), both operated in the City of Soledad, CA, general counsel since 2013.

- Steve Pritt, CEO, 831-678-2462

Northern Inyo County Healthcare District, dba, Northern Inyo Hospital, Bishop, CA, and operator of 1206 (d) and (b) physician clinics and RHC, general counsel since 2014.

- Kevin Flanigan, M.D., CEO, 760 873 2838
- M.C. Hubbard, Chair, Board of Directors, 760 938 2272



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Southern Humboldt Community Healthcare District, dba, Jerold Phelps Community Hospital, Garberville, CA, general counsel since 2014.

- Matt Rees, CEO, 707 502 8888
- Barb Truitt, Chair, Board of Directors, 707 496 1964

Association of California Healthcare Districts, Roseville, CA, often handle member questions directed to us from ACHD, occasional legal work on ACHD legislative endeavors.

Ken Cohen, Executive Director, 916-266-6100

Attorney Biographies

Colin J. Coffey, Partner

Core Hospital and District/Public Agency Matters / Corporate Compliance / Governance / Contracts / Business / Taxation

Colin Coffey graduated from the University of California at Berkeley (with "Great Distinction" and Phi Beta Kappa), and from Hastings College of the Law where he was a law review editor and author. For 30 years Mr. Coffey has provided a broad range of services for healthcare districts, hospitals and healthcare providers. Mr. Coffey acts as general counsel to several district hospitals, including Doctors Medical Center, Palm Drive Hospital, Sonoma Valley Hospital, Marin General Hospital, John C Fremont, Jerold Phelps, Northern Inyo Hospital, along with several districts that provide services that are not hospital based, including the Peninsula Healthcare District, Los Medanos Healthcare District, and Soledad Community Healthcare District. Mr. Coffey served for ten years as Corporate General Counsel to the Board and management of the John Muir Health System, which operates three acute care hospitals and affiliate outpatient centers and physician practices, and employs more than 5000 health workers.

Because of this unique and long experience, Mr. Coffey also serves as counsel to the Association of California Healthcare Districts and BETA Healthcare Group, the JPA liability carrier serving most California District Hospitals as well as many nonprofit hospitals.

In addition, his clients have included large and small physician organizations including Affinity Medical Group and Pacific Health Care Medical Group, two large managed care IPAs. Mr. Coffey has extensive experience in non-profit and district board governance, tax-exempt organization compliance, healthcare organization corporate compliance (including intermediate sanctions, Stark, and fraud & abuse regulations), and healthcare business and medical staff issues.



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Mr. Coffey is a 30 year member of the California Society of Healthcare Attorneys, and is a member of the Health Law Section of the American Bar Association, and the American Health Lawyers Association. Mr. Coffey is also a member of the Public Law Section of the California Bar Association. Additionally, Mr. Coffey has advised business clients, candidates, and political committees on California political law issues and is a member of the California Political Attorneys Association. He is long time counsel, and past treasurer, to Friends of Congressman George Miller, who represented Contra Costa and Southern Solano Counties. He is Past President of the Contra Costa Bar Association.

Noel M. Caughman, Partner

Core Hospital / Clinical / Regulatory / Consent—Ethics / EMTALA / Hospital Contracts / Licensing / Employment

Noel Caughman concentrates her practice on healthcare and employment law. For the past 19 years Ms. Caughman's practice has focused on day-to-day hospital issues including hospital contracts, clinical and regulatory issues, consent and ethics, DME regulations, and licensing/Title 22 matters. She has a specific expertise in hospital emergency department operations and policies under EMTALA, HIPAA, and general patient consent issues. She regularly works with "hands on" patient care managers, physicians, and social workers on urgent situations involving consent or ethics issues, disruptive patients or family members, and police matters. Recently Ms. Caughman delivered a presentation to the John Muir Medical Staff on consent issues involving developmentally disabled patients. Ms. Caughman has turned around Section 3200 court consent orders within 48 hours of physician and staff identification of a consent problem.

Ms. Caughman handles everyday employment issues for operations and HR managers, including hiring, firing, discipline, investigations, ADA, and FMLA issues. She has drafted employment policies and handbooks. She has conducted seminars for our large employer clients on harassment issues. Ms. Caughman and the firm's employment law litigators have comprehensive experience in public sector employment relations and the unique issues confronted in the employment law field by public sector employers, including health care districts.

Ms. Caughman is a graduate of the University of California, Hastings College of the Law and the University of California, Berkeley where she graduated with high distinction, majoring in Economics and German. She is a member of the California Society for Healthcare Attorneys.

Michael B. Peterson, Partner

Finance and Debt Structuring Transactions / Compliance / Hospital Contracts / Technology



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Michael Peterson's varied legal interests reflect the wide range of clients he has represented in the fields of business and corporate transactions, estate planning, Internet law, and healthcare law. Mr. Peterson's healthcare practice is concentrated in the areas of business and real estate transactions, E-Health and technology, medical group organization and financial transactions. His major clients include hospitals, medical groups, solid waste disposal companies, land developers, internet businesses, diverse corporations and partnerships, and individuals with large estates.

Mr. Peterson's Juris Doctor is from Boalt Hall, University of California, where he was honored with membership in the Order of the Coif for academic excellence. He earned bachelor and master degrees in Economics at the University of California, Davis and was a member of the Phi Kappa Phi Honor Society. While at UC Davis graduate school, he taught Accounting for four years as a lecturer and was recognized for teaching excellence.

James J. Ficenec, Partner

With more than 20 years of trial experience, Mr. Ficenec represents clients in business, real estate, products liability and employment litigation at the state and federal level. As a business litigator, he is especially known for his representation of national and international corporations and material suppliers. Mr. Ficenec counsels business owners in sales, acquisitions, leasing, operations and employment issues and reduces the threat of litigation as a skilled business attorney.

An experienced appellate attorney, he has argued civil appeals before the California Courts of Appeal and the Ninth Circuit Court of Appeal limit on California's strict product liability laws, among other issues.

Mr. Ficenec is an adjunct professor at John F. Kennedy University College of Law and has served on the Board of Directors for New Connections, a nonprofit specializing in community behavioral healthcare. Mr. Ficenec received his J.D. from the University of California, Berkeley School of Law (Boalt), in 1989 and his B.A. from California State University, Sacramento, in 1986. He is admitted to practice in California and Hawaii.

Patrice N. Harper, Special Counsel

A seasoned and accomplished attorney with over 12 years of litigation experience, Special Counsel Patrice Harper dedicates her practice to healthcare and employment law.

Ms. Harper has an acute knowledge of healthcare law, having previously served as general counsel to a healthcare company. She has experience representing companies during litigation, arbitrations, administrative actions, contract negotiations and investigations. Ms. Harper advises her clients on matters of business and finance, and knows what it takes to protect a healthcare company's best interests in adversarial proceedings. Previously, Ms.



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Harper acted as corporate counsel for a management and asset protection company, where she gained further valuable employment law know-how. She is familiar with rules and regulations at local, state and federal levels, and ensures her clients are compliant with Title VII and the ADA, FMLA, , ADEA, FEHA and FLSA. Ms. Harper provides training and updates for management and employees on compliance risk areas, trends, and labor and employment law developments. She is well-versed in other legal matters as they relate to employment law, such as hiring, leave and accommodation, discipline, terminations and compensation.

Most recently, Ms. Harper served as general counsel with San Francisco Health Care and Rehab, Inc. in San Francisco, California. Ms. Harper helps grow the next generation of lawyers as a professor at John F. Kennedy University School of Law. Ms. Harper received her J.D. from Harvard Law School in 2002, her B.A. from Swarthmore College in 1999.

Lawrence E. Winegrad, Senior Associate

In the course of his career, Lawrence Winegrad has closed more than one hundred time-sensitive corporate finance deals. He uses his significant corporate and real estate experience to assist the firm's business and real estate clients, representing corporate clients on various complex business transactions, including M&A transactions, corporate finance, and real estate finance. Mr. Winegrad assists public and private corporate clients with management from inception through closing in coordinating all aspects of the corporate financial due diligence process. Mr. Winegrad's real estate background allows him to handle a variety of deals from inception through closing and supervising all aspects of the real estate process for a wide array of properties such as multi-family, mixed-use, office, cooperatives, condominiums, hospitals, and commercial buildings. Mr. Winegrad received his J.D. from New York Law School in 2011, and his B.A. from the University of San Francisco in 2007.



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Potential Conflicts

Potential Conflicts

At Archer Norris it is standard procedure to run a conflicts check prior to taking on new business at the firm. This allows us to anticipate any potential future conflicts and/or address any existing conflicts. Given our many years of experience in representing healthcare districts, we are very sensitive to the possibilities of legal and business conflicts arising among various entities and will identify those cases to the District as soon as we become aware of them.

Additional Information

Proposed Rates

Archer Norris is pleased to offer the following hourly rates:

Partner and Special/Of Counsel:	\$375-300
Senior Associate:	\$270
Junior Associate:	\$230

Billable Expenses

Archer Norris understands that we shall provide general services to the District at no additional cost to the District for secretarial services, telephone, stationary, postage, supplies, library and equipment required to provide a satisfactory level of general services.

Regulatory or Legal Sanctions

There are no regulatory or legal sanctions taken against the attorneys or firm.

Insurance

We understand that we will be required to carry professional liability insurance. Information about our insurance provider is included here:

Insurance Carrier: CNA
Limits of Liability: \$10M per claim; \$20M aggregate
Deductible: \$75,000



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Hereby submitted

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Colin J. Coffey, Partner