

Proposal to Provide Legal Services

TO: Ad-Hoc Legal Services Subcommittee
Papio-Missouri River Natural Resources District

FROM: Baird Holm, LLP

DATE: February 14, 2014

Baird Holm is pleased to submit this Proposal in response to the Request for Proposals – Legal Services issued on January 22, 2014 by the Papio-Missouri River Natural Resources District ("District"). We have been privileged to represent the District in the past regarding labor and employment law issues and trust that our services have been valuable to the Board of Directors and the District's staff. We welcome the opportunity to provide additional services to the District as set forth in this Proposal.

Since 1873, Baird Holm has provided superior advocacy and counseling solutions, delivered by a highly reputable and diverse legal team. Today, Baird Holm is comprised of 86 attorneys who are proud to carry on the legacy created by our visionary founders. We are proud of our strong tradition of uncompromising quality, dedication to clients, professional integrity and service to the profession and the community.

We possess a depth and breadth of knowledge that will enable us to successfully advise and represent the District. Many of our clients are governmental agencies, including public hospitals, school districts, public utility districts, sanitary and improvement districts, natural resources districts, public colleges and universities, municipalities, counties, and the State of Nebraska. We are well-versed with the legal challenges facing them.

More specifically, we have the capability and public-sector experience necessary to effectively represent the District regarding real estate matters (including eminent domain and inverse condemnation proceedings, purchase agreements, easements, leases, and other project right-of-way documents), intergovernmental agreements, project construction contracts, professional service contracts, cooperative agreements with developers and others, District policies and regulations, and proposed legislation. We are also well-equipped to represent the District in litigation regarding any of those matters. Because of the breadth of our practice areas we can also provide counsel to the District on a variety of other subjects. The Baird Holm attorney principally responsible for providing services to the District will be pleased to regularly attend the Board of Directors' monthly meetings, the meetings of the subcommittees, and other meetings as requested.

Baird Holm has been recognized as the preeminent law firm in our region by all reputable legal rating services:

- 45 of the Firm's attorneys are listed in *Best Lawyers in America*, a peer-review survey. The next closest Nebraska law firm had only 33 attorneys listed, followed by two firms that had 14 attorneys listed;
- 41 of the Firm's attorneys are listed in *Great Plains Super Lawyers*, an independent research and peer-review survey. The next closest Nebraska law firm had only 28 attorneys listed;
- For the ninth year in a row, Baird Holm is the only Nebraska law firm to be listed in Band 1 (the highest tier) in *all* five categories used by *Chambers USA: America's Leading Lawyers for Business, 2013*, a peer-review and client-review survey. The five categories are Real Estate, Litigation, Labor & Employment, Corporate/Commercial, and Healthcare;
- The Firm and nearly all of its attorneys are rated "AV" (the highest rating for ability and ethics) by *Martindale-Hubbell*, an attorney peer-rating service;
- *Midwest Real Estate News* named Baird Holm one of the "Top Law Firms" for real estate transactions in its "Best of the Best 2013" edition; and
- Baird Holm was voted the #1 law firm in Omaha according to *B2B Omaha Magazine*--published quarterly as a business-to-business magazine.

Baird Holm also holds the honor of being the only Nebraska law firm selected as a member of State Law Resources, Inc., a national network of independent law firms selected for their expertise in administrative, regulatory, municipal law, and governmental relations at the state and federal level.

Responses to Specific Questions in the Request for Proposals – Legal Services

1. Firm name, address and telephone number.

Baird Holm LLP
1700 Farnam Street
1500 Woodmen Tower
Omaha, Nebraska 68102-2068

Tel.: (402) 344-0500
Fax: (402) 344-0588
www.bairdholm.com

2. Names of principals of the firm.

Baird Holm's Managing Partner is Richard E. Putnam. Mr. Putnam, Scott S. Moore and T. Parker Schenken currently comprise the Firm's Executive Committee.

Baird Holm has 86 attorneys, 52 of whom are partners. The following attorneys are the Firm's partners:

Ackerman, Jill R.	Addy, Charles J.	Ahlers, Vickie B.
Ashby, Thomas O.	Balus, Allison D.	Blecha, Kirk S.
Blumenthal, Jon E.	Clarke, Alex M.	Clatterbuck, Gary N.
Cockerill, Adam L.	Davidson, Steven D.	Derrick, Grayson J.
Dittrick, William G.	Dye, Paul Scott	Erlbacher-Anderson, Amy
Fogland, Dennis J.	Guttiau-Fox, Heidi A.	Hartman, Kenneth W.
Hedican, Christopher R.	Heil, John P.	Holdenried, John R.
Jensen, Ronald C.	Johnson, Thomas E.	Kloeckner, Andrew D.
Knutson, Julie A.	Kramer, David J.	Kresha, Sharon R.
Kritenbrink, Lawrence E.	Levy, David C.	Lieurance, Kelli P.
Lundholm, Lindsay K.	Maher, Terrence P.	Martin III, George E.
Mattoon, Stephanie A.	McQueen, Mark E.	Moore, Scott P.
Moore, Scott S.	Murray, Douglas D.	O'Connor, James E.
Person, Barbara E.	Preston, Amber N.	Pueppke, Jacqueline A.
Putnam, Richard E.	Schenken, T. Parker	Schilken, Michael C.
Sitz, Jesse D.	Stevenson, R.J.	Sullivan, Michael L.
Tomjack, Brandon R.	Tricker, Jennifer D.	Turner, Steven C.
Wright, T. Randall		

The Firm's 34 non-partner attorneys are:

Adams, Eric J.	Andersen, Jeffrey M.	Bradley, Joseph C.
Breuning, Jonathan R.	Busch, Erin E.	Caporale, D. Nick
Chase, Michael W.	Christensen, Jeremy T.	Dahl, Kelly R.
Eckhoff, Krista M.	Feldman, Laura A.	Fischer, Daniel P.
Goldstein, AriAnna C.	Hamann, Deryl F.	Klocke, Benjamin M.
Laughlin, Gerald P.	Lawrenson, Amy L.	McElravy, Emily Z.
Mullen, Tyler J.	Orsi, Syl J.	Patterson, Kamaal Y.
Pedersen, Richard J.	Radil, Gary W.	Robinson, D. Ashley
Rosenberg, Eli A.	Rudman, Nicholas K.	Salazar, Pedro A.
Schumacher, Brian R.	Stockdale, Kara E.	Todero, Anthony D.
Wegner, Jonathan J.	West, Whitney C.	Wilkins, Ryan D.
Zeilinger, John S.		

3. Number of firm personnel.

The total number of Firm personnel, including attorneys, paralegals, law librarians, legal secretaries, and other support staff, is 170.

4. Your firm's principal practice areas.

Because Baird Holm's clients are predominantly institutions (governmental agencies, corporations, financial institutions, service organizations, and health care organizations), the Firm has developed depth and breadth in real estate, business law, litigation, environmental law, labor and employment, public finance, technology and intellectual property law, school law, and health care law over the past 140 years. Importantly, the Firm's attorneys are not general practitioners who deal in all of these areas; rather, most deeply specialize in one or two areas of the law in order to provide the most effective and efficient representation to the Firm's clients.

Following are some of Baird Holm's practice areas that may be relevant to the District's legal needs:

Real Estate and Land Use	Environmental & Natural Resources
Construction	Litigation
Public Finance	Labor & Employment
Government Relations	Business Transactions
Employee Benefits & ERISA	Agriculture & Agribusiness Finance
Mediation & Arbitration	Energy & Renewable Energy
Creditors' Rights	Technology

5. Identification of eminent domain cases handled by your firm.

The Firm has extensive experience in eminent domain matters, both on behalf of political subdivisions acquiring property as condemnors and for property owners as condemnees. This work includes representation from the outset of the acquisition process through court action, if necessary. Representative clients in eminent domain matters include the following:

Political Subdivision (Condemnor) Representation

- Papio-Missouri River Natural Resources District: We represented the District in condemnation proceedings against Chalet Properties, involving land for the trail system near Highways 75 and 370.
- Omaha Public Schools: Scott Dye has been the lead attorney and has overseen all of the eminent domain acquisitions by the school district for over 30 years, including public hearings, document preparation, and negotiations. His acquisition work using eminent domain includes acquiring all of the properties for the Gomez Heritage, Liberty and Skinner Elementary Schools, as well as significant site expansions at Central High School, North High School and South High School, and for numerous Elementary Schools, such as Ashland Park-Robbins, Druid Hill, Jackson, and Miller Park. In addition, Scott oversaw the

work for the residential and business relocation that was conducted by a third party contractor for the school district. In addition to the acquisitions involving eminent domain, Scott has also represented the school district in every arms-length voluntary land acquisition and disposition for more than 30 years, involving multiple school sites and administrative facilities.

- York Area Solid Waste Agency: Condemned land adjoining the York landfill for environmental monitoring and future expansion.
- Seward Airport Authority: Handled multiple eminent domain cases for the construction of a regional airport.
- City of Lexington: Matters for the Lexington Community Development Authority for commercial development along the road between I-80 and the city limits.

Property Owner (Condemnee) Representation

- Omaha Public Schools: Represented the school district in the acquisition of multiple parcels of property by the State for the widening of West Dodge Road and ultimately the West Dodge Expressway.
- Nebraska Methodist Health System: Represented the property owner relating to land taken by the City of Omaha for street purposes.
- First Data Resources: Represented property owner relating to land taken by the City of Omaha to widen 72nd Street.
- Woodmen of the World Life Insurance Society: Condemnation matters in New Jersey and Florida.
- Miscellaneous: Handled multiple lawsuits on behalf of individual landowners facing condemnation by various municipalities, the Nebraska Department of Roads, school districts and other political subdivisions.

6. Names and biographies of the attorneys your firm would expect to regularly utilize in representing the District.

General Counsel (including Real Estate, Construction, and Finance)

Baird Holm serves as general counsel to numerous entities, both public and private. Typically, one attorney from the Firm acts as the primary contact with the client. This attorney will have expertise in many areas relevant to the client's needs, but often will not possess the necessary expertise to handle all of the client's legal needs. Having a primary contact attorney, however, proves to be a valuable asset to the client because that attorney develops a deep understanding of the client's organization and can advise the client as to how to most effectively use attorneys to resolve their legal problems.

We believe the primary contact attorney for the District should be someone who has significant experience representing public entities and is well-versed in real estate law (including eminent domain, inverse condemnation, purchase agreements,

easements, leases, and other right-of-way documents), intergovernmental agreements, construction contracts and issues, professional service contracts, cooperative agreements with developers and others, public sector bidding (construction and otherwise), real estate financing, zoning/land use planning, and open meetings/public records issues, as those are the areas in which legal issues are most likely to arise for the District.

We propose that Scott Dye serve as the primary contact/"general counsel" for the District. Scott has over 30 years of experience representing governmental agencies regarding real estate, construction, development, public bidding, financing, and board governance issues. In the event that Scott is unable to attend a particular meeting, Jackie Pueppke or David Levy are partners who are well-qualified and knowledgeable in the relevant substantive areas and can step in to assist the District.

P. Scott Dye

Scott Dye is a partner and member of the Real Estate Section of the firm. His practice is concentrated in the areas of real estate and construction, including the acquisition and sale of real property, leasing, zoning and planning, and construction contracting. He has dealt extensively with public bidding, public contracting, and condemnation via eminent domain as a result of representing the State's largest school district. Scott also works in the areas of financing and general business representation. He is a member of *Midwest Real Estate News'* 2013 "Hall of Fame" and was a 2011 member of the *"Omaha Commercial Real Estate Hall of Fame."* Scott is listed in *Best Lawyers in America*, as well as *Chambers USA: America's Leading Lawyers for Business* and *Great Plains Super Lawyers*. He was selected as the *"2014 Lawyer of the Year for Construction"* in Omaha by *Best Lawyers in America*. Scott has represented a publicly held company in the redevelopment of a 140 acre former horse racing facility into a business park and college campus expansion, and he has successfully negotiated an agreement with the City of Omaha for construction and operation of a joint public school, public library and city community recreational facility. He received his Juris Doctor degree from Vanderbilt University School of Law.

Jacqueline A. Pueppke

Jackie Pueppke is a partner whose practice focuses primarily on real estate and construction, financing, and commercial transactions. She represents clients in the acquisition and sale of real property, leasing, zoning and land use, and construction contracting. Jackie also represents lending institutions in structuring and documenting transactions for commercial real estate financing, asset-based financing and agricultural financing. In 2012, Jackie was the lead attorney for a client in connection with its acquisition and development of land on 72nd Street and Highway 370 for its new corporate headquarters, and she was lead counsel for the developer of a data center

being constructed on 114th Street and Cornhusker Highway. Both projects involved extensive negotiations with the City of Papillion and Sarpy County with respect to the construction and financing of public infrastructure to serve the developments. Recently, Jackie was honored as a recipient of the *Midlands Business Journal's* "40 Under 40" award, and in 2010 she received one of the Omaha Jaycees' "Ten Outstanding Young Omahans" award. She is a founding member of CREW, a networking and professional development organization for women in commercial real estate, a member of the ICAN board, and was co-chair of the 2012 Women's Leadership Conference. Jackie received her Juris Doctor degree from the University of Kansas School of Law.

David C. Levy

David Levy is a partner and Chair of the Firm's Real Estate Section. He represents clients in zoning, land use, energy, environmental and general real estate matters. He is a registered lobbyist in the State of Nebraska. In June, 2009, the Nebraska legislature appointed David to its wind energy technical working group. In early 2010, he successfully represented wind development interests in the drafting and negotiation of LB 1048, Nebraska's "omnibus" wind export bill, which the Nebraska Legislature unanimously passed. In 2011, he led a group that introduced and lobbied for a bill that would create a state historic tax credit in Nebraska. David has served as an Adjunct Professor in Land Use Law at the University of San Francisco School of Law and he has earned the American Institute of Certified Planners designation, the City Planning profession's highest level of certification. Additionally, he is included in *Best Lawyers in America* for his work in Land Use & Zoning Law. Before beginning his legal career, he worked for seven years as a City Planner for the City and County of San Francisco. David received a Master's degree in city and regional Planning from the University of California, Berkeley and his Juris Doctor degree from the University of California, Hastings College of Law.

Litigation

Baird Holm has earned a reputation for being well-prepared, organized, professional, and effective in the courtroom. While virtually every attorney in the Firm is involved in specialized litigation in his/her area of expertise, we also have a group of the Firm comprised of fourteen attorneys whose primary responsibility is litigation and other forms of dispute resolution. These trial attorneys have the experience and depth which has enabled them to handle a broad range of local, regional and national cases, including real estate and eminent domain cases. Moreover, because litigation is often viewed as a "no-win" proposition, we regularly help clients evaluate non-traditional methods of resolving disputes, including mediation, arbitration, and negotiation. For the types of litigation the District is most likely to experience, we suggest the District use the services of Steve Davidson.

Steven D. Davidson

Steve Davidson is a partner and Chair of the Firm's Litigation Section. He represents clients in the litigation or alternative resolution of real estate, commercial, insurance, and employment matters. Prior to joining the firm, Steve served as law clerk to the Honorable C. Arlen Beam of the United States Court of Appeals for the Eighth Circuit and as law clerk to Judge Beam in the United States District Court for the District of Nebraska. He is listed in *Best Lawyers in America* for his work in commercial litigation. He is also included in *Benchmark, America's Leading Litigation Firms and Attorneys*, *Great Plains Super Lawyers*, and *Chambers USA: America's Leading Lawyers for Business*. Steve received his Juris Doctor degree from the University of Nebraska College of Law.

Environmental/Natural Resources

The Firm regularly advises clients regarding water law (including public regulation of water and the Groundwater Management and Protection Act), waste and storm water discharges, sludge disposal, drinking water quality standards, underground storage tank regulation, reporting requirements for spills and releases, liability for cleanups, and the management, transportation and disposal of solid, hazardous and radioactive wastes. We have also represented municipalities and interlocal governmental agencies in the planning, organizing and financing aspects of meeting new regulatory mandates as well as with compliance and enforcement issues.

We have represented clients involved in the litigation of environmental issues, such as the recovery of costs for environmental cleanup of contaminated sites and spills (including cost recovery for cleanup of contaminated sites under Superfund (CERCLA)) and leaking underground storage tanks. We were also involved in highly complex low-level nuclear waste repository litigation, and we obtained a judgment against the State of Nebraska for approximately \$150,000,000 in connection with its denial of a license to operate such a repository. We suggest that John Heil assist the District with its environmental and natural resource law issues.

John P. Heil

John Heil is a partner who practices in the Firm's Real Estate Section. He is a founder and member of the American College of Environmental Lawyers. John has also served as Chair of the Section on Natural Resources and Environmental Law of the Nebraska State Bar Association. He is also a member of the Environmental Law Institute and served as a consultant to the State of Nebraska on the drafting of the Nebraska Integrated Solid Waste Management Act. John was named a Fellow of the Nebraska State Bar Foundation in 1998. For over 30 years, he has been a regular presenter at legal seminars, both locally and nationally. John is listed in *Great Plains*

Super Lawyers and has been included in *Best Lawyers in America* since 1995 for his work in Environmental Law. He has also been listed in the *Super Lawyers Corporate Counsel* under the primary practice area Environmental Litigation. John received his Juris Doctor degree from the University of Michigan Law School.

Government Relations

Baird Holm is regularly involved in legislation addressing client needs. We assist our clients in getting legislation introduced at the appropriate governmental level and in shepherding it through the legislative process. We represent clients before policy-making entities at the local, state, and national levels. We appear before regulatory agencies, legislatures and legislative committees, planning and zoning commissions, city councils, county boards, and other elected or appointed entities. We also assist clients in arranging, preparing for, and meeting with elected officials and other government decision makers. We monitor legislative trends and developments likely to affect our clients and their interests and track legislation through the lengthy process of becoming law, and assist in implementation of newly passed laws and their associated regulatory processes. We suggest that David Kramer and David Levy assist the District with its government relations issues.

David J. Kramer

David Kramer is a partner who provides clients with assistance in government relations, both at the state and local levels. In 2013, David provided the District's Board of Directors with parliamentary procedure ("*Robert's Rules*") training. He has been active in the national, state, and local political arenas. David was a candidate for the U.S. Senate in 2006, is a former party chairman, has been a campaign volunteer on numerous successful races for U.S. Senate, U.S. House of Representatives, state legislature, county treasurer and a variety of other local offices. Because of his longstanding political involvement and relationships, David is able to work closely with clients and their registered lobbyists to strategically achieve their goals. David has been listed in *Best Lawyers in America* since 2007 for his work in Government Relations Law and has served on the National Board of Directors for State Law Resources, Inc., an association of administrative, regulatory and government affairs counsel. He is the past president of the Midwest International Trade Association. David received his Juris Doctor degree from the Georgetown University Law Center.

Labor and Employment

Baird Holm represents employers in all aspects of employment, labor relations, and employee benefits law in the public and private sectors. Twenty-two of the Firm's attorneys practice sub-specialties in this area, making Baird Holm by far the largest employment, labor relations, and employee benefits firm in the region. We can provide

(and have for many years provided) comprehensive advice and representation in this area to the District for many years, including drafting and reviewing employee handbooks, policies and procedures, day-to-day counsel on workplace-related problems, counsel regarding employee benefits matters, risk-management training for supervisors, and affirmative action compliance counsel. We suggest that the District continue to work with Randy Stevenson concerning its labor and employment law needs.

R.J. (Randy) Stevenson

Randy Stevenson is a partner and Chair of the Firm's Labor, Employment and Employee Benefits Law Group. He has represented private and public employers in all aspects of labor relations and employment law, including wrongful discharge, discrimination, sexual harassment, whistleblower and labor-management litigation, Occupational Safety and Health Administration proceedings, proceedings before the National Labor Relations Board, and proceedings before the Equal Employment Opportunity Commission, state anti-discrimination agencies, and wage/hour compliance agencies. He has been listed in *Best Lawyers in America* since 2003. He is also included in *Great Plains Super Lawyers*, in *Chambers USA: America's Leading Lawyers for Business*, and is "AV" rated by *Martindale-Hubbell*. Randy is also past Chair of the Nebraska State Bar Association's Labor Relations and Employment Law Section and has been an Adjunct Faculty member at Creighton University's School of Law. He received his Juris doctor degree from the University of Nebraska College of Law.

Public Finance

Baird Holm has the longest-standing public finance practice in the State of Nebraska and has served as bond counsel on more bond issues than any other firm in the State. Our public finance clients rely on us to provide sound legal and practical advice in all aspects of public finance transactions, including transaction structure, federal tax and securities law matters, due diligence and disclosure, and approving legal opinions. We serve many roles in public finance transactions, including bond counsel, underwriter's counsel, borrower's counsel, and credit enhancement provider's counsel on financings for cities, school districts, hospitals (government-owned and non-profit), counties, public power districts, colleges, non-profit entities, airports, fire protection districts, sanitary and improvement districts, natural resources districts, and others.

Baird Holm is pleased to have served as bond counsel to the underwriter for the District's recently-issued bonds. Our bond counsel services to the underwriter were provided under terms of a conflict waiver permitting Baird Holm to represent the underwriter while also representing the District on labor and employment matters. At the District's request, Baird Holm could continue to serve as bond counsel to the underwriter for future bond transactions under a similar conflict waiver, or could, with the

consent of the underwriter, serve as the District's bond counsel directly. Bond counsel services could be provided on a fixed fee basis in accordance with terms agreed to at the time of each engagement, or upon other terms satisfactory to the District. If the District decides to use Baird Holm's services as bond counsel we suggest it work with Parker Schenken.

T. Parker Schenken

Parker Schenken is a partner and member of the Firm's Public Finance Section. He also serves on the Firm's Executive Committee. Parker practices in the areas of municipal law, finance, debtor and creditor, commercial law, corporate law and real estate, and is a member of the National Association of Bond Lawyers. He has been listed in *Best Lawyers in America* since 2007, and is also listed in *Great Plains Super Lawyers*. Before beginning his law career, Parker was employed as a Civil Engineer for a nationally-recognized architecture and engineering firm based in Omaha, Nebraska. He has served as bond counsel, underwriter's counsel, and issuer's counsel in connection with various tax-exempt municipal bond issues. Parker received his Juris Doctor degree from the University of Nebraska College of Law.

7. Other governmental agencies represented by your firm.

Baird Holm has represented hundreds of governmental agencies. Among them are over a dozen school districts in Nebraska and Iowa (including the Omaha Public Schools), dozens of public hospitals in Nebraska and Iowa, housing authorities, public utilities, sanitary and improvement districts, natural resources districts, cities (including the City of Omaha regarding its police, firefighter, and civilian employee labor negotiations), counties (including Douglas and Sarpy County), the Nebraska State College System, the University of Nebraska-Lincoln, the University of Nebraska-Kearney, the University of Nebraska Medical Center, and the State of Nebraska.

Specifically, we have represented the following cities in Nebraska: Albion; Alliance; Alma; Arapahoe; Ashland; Auburn; Aurora; Battle Creek; Beatrice; Bellevue; Blair; Broken Bow; Central City; Columbus; Cozad; Crawford; Creighton; Crete; David City; Fairfield; Falls City; Fort Calhoun; Fremont; Geneva; Genoa; Gering; Grand Island; Gretna; Hastings; LaVista; Lexington; Lincoln; Louisville; Nebraska City; Neligh; Newman Grove; Norfolk; Ogallala; Omaha; O'Neill; Papillion; Plainview; Plattsmouth; Ponca; Ralston; Sidney; South Sioux City; Stromsburg; Valentine; Wahoo; Waverly; West Point; and York.

We have also provided legal services to the following counties in Nebraska: Boone; Boyd; Brown; Butler; Chase; Cherry; Cheyenne; Dakota; Deuel; Dixon; Dodge; Douglas; Dundy; Fillmore; Furnas; Gage; Garden; Hall; Harlan; Howard; Jefferson;

Johnson; Kearney; Kimball; Nemaha; Otoe; Perkins; Phelps; Rock; Sarpy; Saunders; Scottsbluff; Seward; Stanton; Thayer; Valley; Washington; and Webster.

The services we have provided to governmental entities is quite varied. We have provided general counsel, labor and employment representation, employee benefits advice, financing and municipal bond counsel, redevelopment, zoning and land use, environmental law counsel, technology contracting counsel, health care law advice, and other types of services. No other law firm in Nebraska has represented as many governmental entities in such a broad range of matters.

8. Your firm's current pricing structure, current hourly rates, and any pricing alternatives the firm is willing to offer.

When considering the fees charged by the law firms responding to the District's Request for Proposals – Legal Services, it is important to focus on "value" as well as "price." A low hourly rate (price) does not result in value if the law firm is inexperienced and inefficient. In the end, what is important is the result and the total cost. Because of our level of experience in the areas in which the District needs legal services and our familiarity with representing governmental entities, we believe we can efficiently offer high quality services at a competitive total cost, resulting in significant value for the District.

We traditionally charge on an hourly basis for general representation and litigation. The current "standard" hourly billing rates for our attorneys range from \$130 to \$380, and our "preferred" hourly billing rates range from \$120 to \$340. The range of these rates depends primarily upon the particular attorney's experience and expertise. Specific rates for the attorneys identified in this Proposal are set forth below. Given our desire to represent the District, we will charge the District our "preferred" hourly rates.

Preferred Hourly Rates

P. Scott Dye	\$330	Jacqueline A. Pueppke	\$285
David C. Levy	\$310	Steven D. Davidson	\$330
John P. Heil	\$330	David J. Kramer	\$325
R.J. (Randy) Stevenson	\$330	T. Parker Schenken	\$310

We do not charge clients for long distance telephone charges, word processing, minor photocopying, secretarial services, or use of the computerized legal research services to which we subscribe. We view those expenses as part of our overhead.

Alternative Fee Arrangements. If the District provides us with an estimate of the volume of legal services we may be called upon to provide, we are willing to consider providing the District with an additional discount off of our preferred rates (depending

upon the volume). In addition, we are willing to negotiate and enter into task-specific service arrangements for major projects. These arrangements would establish a budget and an agreed upon maximum for the cost of each project. The maximum could only be exceeded if unforeseen events significantly increased the cost of representation. We are also willing to enter into any other arrangements that are mutually-acceptable to the Firm and the District, including retainer agreements.

9. Any other factors your firm believes should be considered.

We believe Baird Holm has represented more Nebraska governmental entities on more types of legal issues than any other law firm. We have the ability to provide services in every legal area identified in the RFP, with at least several attorneys with recognized expertise in each of those areas. There is no other law firm in the region with these capabilities and experience.

We understand that responsiveness is critical to our clients. The best legal advice does the client no good if it is untimely. When we have represented the District in the past we have always been easily accessible via telephone, e-mail, and in-person, and our advice has been timely. We will continue to be accessible and timely if we are chosen by the District to represent it in the future.

Providers of legal services are not fungible. We can provide significant value to the District due to our unique depth of expertise in all legal areas affecting the District and our unparalleled experience in representing governmental entities. Nevertheless, we understand that the District wants to minimize the amount of its resources spent on legal services so it can maximize the amount of its resources spent on fulfilling its mission. As noted above, we stand willing to explore arrangements with the District concerning the charges for our services and to enter into arrangements that are deemed fair and equitable by both the District and the Firm.

In conclusion, Baird Holm has been very proud to counsel and represent the District in the past. We hope we have that privilege in the future regarding all areas set forth in the Request for Proposals - Legal Services.

cc: Mr. John Winkler, General Manager

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