



PINAL COUNTY
wide open opportunity

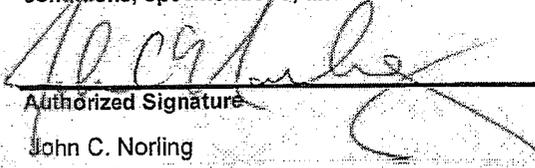
Offer and Acceptance

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

OFFER AND ACCEPTANCE FORM

TO PINAL COUNTY:

The undersigned hereby offers and agrees to furnish the material, service, or construction in compliance with all terms, conditions, specifications, and amendments in the Solicitation.

| | |
|---|------------------------|
|  | Managing Attorney |
| Authorized Signature | Title |
| John C. Norling | April 8, 2016 |
| Printed Name | Date |
| Jennings, Strouss & Salmon, P.L.C. | 602.262.5911 |
| Company Name | Telephone |
| One E. Washington St., Ste. 1900 | Phoenix, AZ 85004-2554 |
| Address | City, State, Zip |

For clarification of this offer, contact:

Name: Kenneth C. Sundlof Phone: 602-262-5946 Fax: _____

Email: ksundlof@jsslaw.com

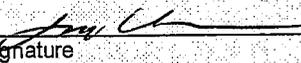
ACCEPTANCE OF OFFER (For Pinal County Use Only)

The offer is hereby accepted and the Responder is now bound to sell or provide the materials, services, or construction as indicated by the Purchase Order or Notice of Award and based upon the solicitation, including all terms, conditions, specifications, amendments, etc. and the Offer as accepted by Pinal County.

The contract is for: Specialty Legal Services

This contract shall henceforth be referenced to as Contract No. ROQ-151721. The Offeror is cautioned not to commence any billable work or to provide any material or service under this contract until Offeror receives an executed purchase order or notice to proceed.

Awarded this 1st day of June 2016.

| | | |
|-------------------|-----------------|--|
| <u>Todd House</u> | <u>Chairman</u> |  |
| Name (Print) | Title | Signature |

Approved as to form: 
Pinal County Attorney's Office



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OFFER AND ACCEPTANCE FORM – Page 2

By signing the previous page of the Offer and Acceptance Form, Responder certifies:

- A. The submission of the bid did not involve collusion or other anti-competitive practices.
- B. The Responder shall not discriminate against any employee or applicant for employment in violation of Federal Executive Order 11246.
- C. The Responder has not given, offered to give, nor intends to give at any time hereafter, any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, or service to a public servant in connection with the Submittal.
- D. The Responder certifies that it complies with Executive Order 12549 related to Federal Government Debarment and Suspension (see 4-7)
- E. The Responder certifies that the individual signing the bid is an authorized agent for the Responder and has the authority to bind them to the contract.

Jennings, Strouss & Salmon, P.L.C.

Firm

Authorized Signature



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ROQ – 151721
Specialty Legal Services

Pinal County
Finance Department
31 N. Pinal St.
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P.O. Box 1348
Florence, AZ 85132

PROFESSIONAL SERVICES CONTRACT

This Contract for Professional Services (the "Contract") is made as of the latest date beneath the executions appearing at the end of the Contract, by and between:

("Contractor"), with its principal place of business at (address)

AND

Pinal County ("County"), with its principal place of business at 31 North Pinal Street, Florence, AZ 85132.

SECTION 1. PURPOSE AND SCOPE

1. Contractor will furnish to the Customer by this Contract Professional Service(s) listed in the Statement of Work of the ROQ.
2. All pricing quoted in Schedule A: Pricing Supplement is valid for the term of the Contract.

SECTION 2. TERM

This Contract is effective from the date on which it is executed and will remain in effect for one year with four automatic one year renewal periods unless earlier terminated by mutual Contract of the parties.

SECTION 3. PRICING AND PAYMENT TERMS

All pricing and terms associated with this professional service requested are specified on Schedule A of the Supplement.

SECTION 4. INSURANCE

Without limiting any of the Contractor's liabilities or other obligations, Contractor shall provide and maintain the insurance coverage listed in Section 7 of the Special Terms and Conditions, as well as the coverage listed below. Such coverage shall remain in full force and effect until obligations under this Contract are satisfied. At a minimum the professional liability insurance shall be kept in force at least two years after final payment to Contractor.

1. Professional Liability insurance covering errors and omissions arising out of the work or services performed by Contractor or any such person employed by him with a minimum limit of not less than One Million Dollars each claim.

All insurance shall be maintained with responsible insurance carriers qualified to do business within the State of Arizona.



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ROQ – 151721
Specialty Legal Services

Pinal County
Finance Department
31 N. Pinal St.
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Florence, AZ 85132

Excepting the worker's compensation coverage, insurance certificates shall endorse Contractor as insured and Customer, its officials, employees and agents as additional insured and shall stipulate that the insurance afforded Contractor shall be primary insurance and that any insurance carried by Customer, its officials, employees or agents shall be excess and not contributory insurance to that provided by Contractor.

Certificates of insurance acceptable to Customer shall be issued to Customer prior to commencement of the Project as evidence that policies providing the required coverages, conditions and limits are in full force and effect. Such certificates shall contain provisions that coverage afforded under the policies will not be canceled, terminated or materially altered until at least thirty (30) days prior written notice is given to the Customer.

SECTION 5. SUBCONTRACTOR INSURANCE

In addition to insurance coverage required of Contractor, as set forth above, Contractor shall require insurance coverage in the same amounts from its Subcontractors on behalf of the Customer and Subcontractor shall comply with the paragraph entitled "Insurance" above, except certificates of insurance shall be issued and delivered to Customer prior to Subcontractor's performance under this contract.

SECTION 6. INDEMNIFICATION

In addition to the requirements in Section 6.2 of the Uniform Terms and Conditions, Contractor shall indemnify, defend, save and hold harmless Customer, its officials, employees and agents, from any and all claims, demands, suits, actions, proceedings, loss, costs and damages of every kind and description, including attorney's fees, litigation expenses and/or arbitration expenses, which may be brought or made against or incurred by Customer on account of loss of or damage to any property or for injuries to or death of any person, caused by, arising out of, or contributed to, by reason of any omission, professional error, fault, mistake or negligent act, whether active or passive, of Contractor, its employees, agents or representatives or Subcontractor, their employees, agents or representatives in connection with or incident to the performance of Contractor's employees and/or its Subcontractor's employees, or claims under similar such laws or obligations. Such indemnity shall not be limited by reason of remuneration of any insurance coverage herein provided. Such indemnity shall be required by Contractor from its Subcontractors on behalf of the Customer. Every provision of this indemnification paragraph shall survive the termination of this Contract.

SECTION 7. NOTICE OF CLAIM

Contractor is required to notify Customer of any claim filed against Contractor or Contractor's insurance company arising from services performed under this Contract within thirty (30) days of such filing.

SECTION 8. CLAIMS/LIMITATION OF ACTION

No action shall be maintained by Contractor, its successors or assigns, against Customer on any claim based upon or arising out of this Contract or out of anything done in connection with



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Pinal County
Finance Department
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this Contract unless such action shall be commenced within one year of the termination of this Contract.

SECTION 9. CANCELLATION OR TERMINATION OF CONTRACT

The County may cancel or terminate this Contract as set forth in Sections 3.6, 3.15, 4.5 and 9 of the Uniform Terms and Conditions.

SECTION 10. INCORPORATION OF UNIFORM GENERAL TERMS AND CONDITIONS

The Contractor agrees that the county's Uniform General Terms and Conditions for this ROQ are incorporated herein as if they were recited in full. If the Contractor takes exception to any such Terms and Conditions, such exception is fully explained on Response Form 1 and is subject to acceptance in writing by the County.

SECTION 11. DISPUTE RESOLUTION

Any disputes between the Customer and Contractor shall be resolved under the Pinal County Purchasing Code's Contract Dispute Process. In the event of litigation over the performance of this Contract, the prevailing party shall be entitled to attorney's fees and costs incurred during the course of litigation. This Contract shall be governed by the laws of the State of Arizona. In the event of a suit filed by either Contractor or the Customer under this Contract, the venue of such suit shall be the Superior Court of the State of Arizona in and for the County of Pinal, Florence, Arizona.

SECTION 12. MISCELLANEOUS

- a) **Assignability.** This contract is non-assignable in whole or in part by either party without the written consent of both parties.
- b) **Authority of Signatory.** The individuals signing this Contract and any supplements, warrant that they have been duly authorized and vested with the power to do so on behalf of their entity.
- c) **Beneficiaries.** This Contract shall inure solely to the benefit of Contractor and Customer, and shall create no rights in any other person or entity.
- d) **Comparable Treatment.** All of the prices, terms, warranties and benefits granted by Contractor herein are comparable to or better than the equivalent terms being offered by Contractor to any similar situated customer.
- e) **Exhibits, Plats, Riders and Addenda.** All plats, riders, exhibits or addenda, if any, affixed to the Contract are a part hereof.
- f) **Force Majeure.** Neither party shall be deemed in default for any delay or failure to have fulfilled its obligations under this Contract due to causes beyond its control.



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ROQ – 151721
Specialty Legal Services

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- g) **General Compliance with Laws.** Contractor is required to comply with all applicable federal and state laws and local ordinances and regulations.
- h) **Headings.** The headings for each paragraph of this Contract are for convenience and reference purposes only and in no way define, limit or describe the scope or intent of said paragraphs or of this Contract nor in any way affect this Contract.
- i) **Incorporation of Documents.** All documents referred to in this Contract are hereby incorporated by reference into the Contract.
- j) **Independent Contractor.** Contractor acknowledges that it is an independent Contractor; that it alone retains control of the manner of conducting its activities in furtherance of the Contract; that it as well as any persons or agents as it may employ are not employees of the Customer; and that neither this Contract, nor the administration thereof, shall operate to render or deem either party hereto the agent or employee of the other.
- k) **Retention of Records.** The Contractor and any Subcontractor shall keep and maintain all records related to the Contract as set forth in Section 3.2 of the Uniform Terms and Conditions.
- l) **Severability.** If any part of the Contract shall be adjudged by any court of competent jurisdiction to be invalid, such judgment will not affect or nullify the remainder of the Contract.
- m) **Survival.** Not as a waiver of any remedies either party may be entitled to under this Contract, the "Indemnification", "Retention of Records", and "Dispute Resolution" provisions will survive the termination of the Contract.
- n) **Time of Essence.** Under the authority of the Contract, both parties understand that time is of the essence.
- o) **Waiver.** Waiver of any of the terms of this Contract shall not be valid unless it is in writing and signed by all parties. The failure of either party to enforce the provisions of this Contract or require performance by opponent of any of the provisions shall not be construed as a waiver of such provisions or affect the right of either party to thereafter enforce the provisions of the Contract. Waiver of any breach of the Contract shall not be held to be a waiver of any other or subsequent breach of the Contract.
- p) **Governing Law.** This Contract shall be governed by and construed in accordance with the laws of the State of Arizona as further described in Section 5-1 and 5-2 of the Uniform General Terms and Conditions.

| | | |
|---|---|---|
|  <p>PINAL COUNTY <i>wide open opportunity</i></p> | <p align="center">ROQ – 151721 Specialty Legal Services</p> | <p align="right">Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132</p> |
|---|---|---|

MODIFICATIONS to this Contract shall be in writing and signed by both parties.

IN WITNESS WHEREOF, the parties have executed this Contract for Professional Services as of the 1st day of June, 2016.

CONTRACTOR

John C. Norling, Jennings, Strauss & Salmon
 By: [Signature]
 Title: Managing Attorney
 Date: April 8, 2016

PINAL COUNTY

[Signature]
 Todd House, Chairman
 Board of Supervisors
 Date: 6/1/16

ATTEST:

[Signature]
 Sheri Cluff
 Clerk of the Board

Approved as to Form:

[Signature]
 Chris Keller, Deputy County Attorney





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ROQ – 151721
Specialty Legal Services

Pinal County
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SCHEDULE A: PRICING SUPPLEMENT

The hourly rate of \$ *See Below will be the rate for all authorized and approved Specialty Legal Services under this contract. This rate will include all costs associated with these services. *(NOTE: Respondent may provide a table of costs based on expertise of employee i.e. Senior Partner, Partner, Senior Associate or Of Counsel, Associate, Paralegal, Administrative Support.)*

*Jennings, Strouss & Salmon, P.L.C. proposes the following rates:

- Member (Partner) - \$250 to \$350 per hour
- Associate - \$200 to 300 per hour
- Paralegal - \$150 to \$175 per hour

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Jennings, Strouss & Salmon, P.L.C.

Response to Review of Qualification

ROQ-151721 – Specialty Legal Services

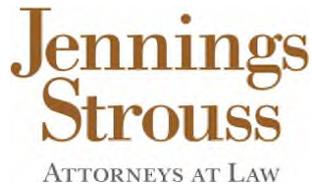
Pinal County Attorney's Office

April 8, 2016

Kenneth C. Sundlof
602.262.5946
ksundlof@jsslaw.com

**Jennings
Strouss**
ATTORNEYS AT LAW

www.jsslaw.com



Jennings, Strouss & Salmon, P.L.C.
Attorneys at Law

One East Washington Street, Suite 1900
Phoenix, Arizona 85004-2554
Telephone: 602.262.5911
www.jsslaw.com

Kenneth C. Sundlof, Jr.
Direct Dial: 602.262.5946
Direct Fax: 602.495.2659
sundlof@jsslaw.com

April 8, 2016

Ms. Lorina Gillette, CPPB
Procurement Officer
Pinal County Finance Department
31 N. Pinal St., Building A
Florence, AZ 85132

Re: Review of Qualifications ROQ 151721 Specialty Legal Services

Dear Ms. Gillette:

Jennings, Strouss & Salmon, P.L.C is pleased to submit this proposal to the Pinal County Finance Department in response to the Review for Qualifications. As you will see in the attached, our firm is highly qualified to represent Pinal County in a variety of matters.

Jennings, Strouss & Salmon, P.L.C., founded in 1942, is a full-services law firm with offices in Phoenix and Peoria, Arizona, and Washington, D.C. We offer a full spectrum of legal and consulting services. Our attorneys have been recognized for their individual accomplishments by *Best Lawyers in America*® and *Super Lawyers*.

As discussed in more detail in the enclosed proposal, we are seasoned attorneys with significant experience working with government clients, including Pinal County.

In addition to submitting for legal services, we have also proposed B3 Strategies, an affiliate of Jennings, Strouss & Salmon, to handle legislative matters. B3 Strategies CEO, Russell Smoldon, served as Manager of Government Relations with Salt River Project for 25 years and through that role, gained a wealth of knowledge and experience regarding public policy issues affecting Arizona and its counties. We believe he would be of great value in assisting Pinal County with its public policy strategy.

We welcome the opportunity to continue and expand our relationship with Pinal County, and look forward to meeting with you to discuss in greater detail the County's needs and our capabilities.

Respectfully,

Kenneth C. Sundlof, Jr.
Member, Jennings, Strouss & Salmon, P.L.C.

KCS/doa
Enclosure



Table of Contents

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| Response Form 1 | 2 |
| Attachment A – Professional Services Contract Schedule A - Pricing | 3 |

Section 1

- Offer & Acceptance
- W9
- Addendum Acknowledgment Form
- Responders Checklist



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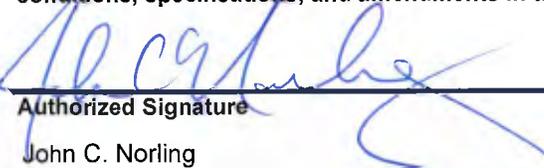
Offer and Acceptance

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

OFFER AND ACCEPTANCE FORM

TO PINAL COUNTY:

The undersigned hereby offers and agrees to furnish the material, service, or construction in compliance with all terms, conditions, specifications, and amendments in the Solicitation.

| | |
|---|------------------------|
|  | Managing Attorney |
| Authorized Signature | Title |
| John C. Norling | April 8, 2016 |
| Printed Name | Date |
| Jennings, Strouss & Salmon, P.L.C. | 602.262.5911 |
| Company Name | Telephone |
| One E. Washington St., Ste. 1900 | Phoenix, AZ 85004-2554 |
| Address | City, State, Zip |

For clarification of this offer, contact:

Name: Kenneth C. Sundlof Phone: 602-262-5946 Fax: _____

Email: ksundlof@jsslaw.com

ACCEPTANCE OF OFFER (For Pinal County Use Only)

The offer is hereby accepted and the Responder is now bound to sell or provide the materials, services, or construction as indicated by the Purchase Order or Notice of Award and based upon the solicitation, including all terms, conditions, specifications, amendments, etc. and the Offer as accepted by Pinal County.

The contract is for: Specialty Legal Services

This contract shall henceforth be referenced to as Contract No. ROQ-151721. The Offeror is cautioned not to commence any billable work or to provide any material or service under this contract until Offeror receives an executed purchase order or notice to proceed.

Awarded this _____ day of _____ 2016.

| | | |
|--------------|-------|-----------|
| Name (Print) | Title | Signature |
|--------------|-------|-----------|

Approved as to form:

Pinal County Attorney's Office



P I N A L • C O U N T Y
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Offer and Acceptance

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OFFER AND ACCEPTANCE FORM – Page 2

By signing the previous page of the Offer and Acceptance Form, Responder certifies:

- A. The submission of the bid did not involve collusion or other anti-competitive practices.
- B. The Responder shall not discriminate against any employee or applicant for employment in violation of Federal Executive Order 11246.
- C. The Responder has not given, offered to give, nor intends to give at any time hereafter, any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, or service to a public servant in connection with the Submittal.
- D. The Responder certifies that it complies with Executive Order 12549 related to Federal Government Debarment and Suspension (see 4-7)
- E. The Responder certifies that the individual signing the bid is an authorized agent for the Responder and has the authority to bind them to the contract.

Jennings, Strouss & Salmon, P.L.C.

Firm


Authorized Signature



PINAL COUNTY
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Addendum Acknowledgement Form

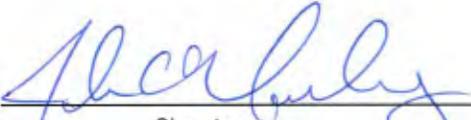
Pinal County
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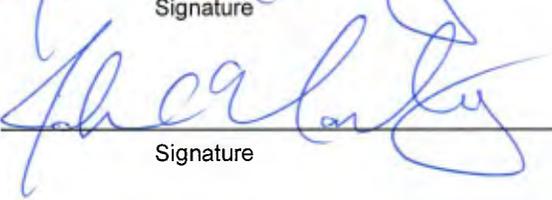
ADDENDUM ACKNOWLEDGEMENT FORM

Solicitation Addendums are posted on the Pinal County website at the following address:
<http://pinalcountyaz.gov/Purchasing/Pages/CurrentSolicitations.aspx>. It is the responsibility of the Responder to periodically check this website for any Solicitation Addendum.

This page is used to acknowledge any and all addendums that might be issued. Any addendum issued within five days of the solicitation due date, will include a new due date to allow for addressing the addendum issues. Your signature indicates that you took the information provided in the addendums into consideration when providing your complete response.

Please sign and date:

ADDENDUM NO. 1 Acknowledgement  April 8, 2016
Signature Date

ADDENDUM NO. 2 Acknowledgement  April 8, 2016
Signature Date

ADDENDUM NO. 3 Acknowledgement _____
Signature Date

If no addendums were issued, indicate below, sign the form and return with your response.

Firm

Authorized Signature



PINAL • COUNTY
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Responder's Checklist

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

RESPONDERS CHECKLIST

| | Yes/No |
|--|--------|
| Did you sign your Offer sheet? <i>See Page 33 & 34 of this solicitation.</i> | |
| Did you acknowledge all addendums, if any? <i>See page 30. Any addendums would be posted on the Pinal County website on the Bids/Proposals page of the Finance/Purchasing Department.</i> | |
| Did you complete all required Response Forms? <i>Any Response forms would be posted on the Pinal County website on the Bids/Proposals page of the Finance/Purchasing Department.</i> | |
| Did you include your W-9 Form? <i>See page 31 of this solicitation.</i> | |
| Did you include any necessary attachments? | |
| Is the outside of your sealed submittal marked with the Solicitation #, Due Date and Time? <i>See page 1 for this information.</i> | NA |
| Did you include one original and the required number of copies? <i>See page 1 for the quantity.</i> | NA |
| Did you follow the order for submissions of documents? <i>See Section 3.4 – Offer format in the Special Instructions of this solicitation.</i> | |
| Did you include proof of insurance(s) if requested? | |

Section 2

- Response Form 1

| | | |
|---|---|---|
|  <p>PINAL • COUNTY <i>wide open opportunity</i></p> | <p>Response Form 1 ROQ-151721 Specialty Legal Services</p> | <p>Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132</p> |
|---|---|---|

Responder Name: Jennings, Strouss & Salmon, P.L.C.

Responders shall complete the following Response Form, indicating their responses in the spaces provided. Additional pages may be added so long as they are clearly referenced in the spaces provided.

Please note: Any exception to the terms and conditions of the ROQ will not be accepted. Compliance to Terms and Conditions has been identified as an evaluation criterion for this solicitation.

Acceptability of Responses

Offers that do not include fully completed copies of Response Forms 1 and 2 may cause the entire offer to be deemed unacceptable and therefore non-responsive. Forms with incomplete or unacceptable responses will also be considered non-responsive.

1 Responders Profile

1.1 Provide the name of the person who will be the primary Respondent and the address for the primary servicing office. Please also include a resume for major assistants or staff.

Firm Name: Jennings, Strouss & Salmon, P.L.C.

Mailing Address: One E. Washington St., Ste 1900

City: Phoenix

State: AZ

Zip Code: 85004-2554

Representative Name: Kenneth C. Sundlof

Title: Of Counsel

Phone Number: 602-262-5946

Fax Number:

Email Address: ksundlof@jsslaw.com

1.2 Provide the number of years local servicing office has been working with County/State Agency Clients. 69+ years

1.3 How many years of experience does the local Respondent have: 40 years

1.4 How many years of experience does the key employee have: 40 years

1.5 Will a Business Liaison be assigned to our account? Yes No

If yes, identify who:

Liaison Phone:

Liaison Email Address:

How many years of experience does Liaison have handling public entity clients? years

| | | |
|---|---|---|
|  <p>PINAL COUNTY <i>wide open opportunity</i></p> | <p>Response Form 1 ROQ-151721 Specialty Legal Services</p> | <p>Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132</p> |
|---|---|---|

2 Areas of Practice

Respondent shall indicate the areas of practice they meet the mandatory requirements for (see Section 2.1 of Statement of Work).

| Area of Practice | Check Yes or No | |
|---|-----------------|----|
| | Yes | No |
| Appellate Practice | X | |
| Attorney conduct and professionalism | X | |
| Bond and disclosure counsel | | X |
| Collections and bankruptcy | | X |
| Commercial transactions and litigation | X | |
| Construction litigation | X | |
| Contractual liability defense | | X |
| Election and voter registration law | | X |
| Eminent domain and relocation | | X |
| Environmental law | | X |
| Federal and State taxation matters | | X |
| General governmental practice (open meetings, public records, etc.) | | X |
| General litigation | X | |
| Health care, including public health and managed care | | X |
| Housing | | X |
| Immigration law | | X |
| Infrastructure design | | X |
| Insurance contracts | | X |
| Intellectual property | X | |
| Labor law and enforcement | X | |
| Land use | | X |
| Legislative matters | X | |



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**Response Form 1
ROQ-151721
Specialty Legal Services**

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

| | | |
|--|----------|----------|
| Medical malpractice | X | |
| Mental Health | | X |
| Planning and zoning | | X |
| Probate litigation | X | |
| Property tax appeals, tax lien sales and foreclosures, Treasurer's matters | | X |
| Public contracts and procurement | | X |
| Public official liability | | X |
| Public fiduciary | | X |
| Real estate transactions | X | |
| Road design, construction or maintenance liability | | X |
| Section 1983 civil rights defense | | X |
| Special taxing district law | X | |
| Tort liability | X | |

| | | |
|---|---|---|
|  <p>PINAL COUNTY <i>wide open opportunity</i></p> | <p>Response Form 1 ROQ-151721 Specialty Legal Services</p> | <p>Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132</p> |
|---|---|---|

3 References

Please list a MINIMUM of three (3), preferably five (5), clients for whom you have performed services similar to the Statement of Work in this solicitation.

1. Company Name: Arizona Counties Insurance Pool (ACIP)

Address: 1905 W. Washington St., Ste. 200, Phoenix AZ 85009

Contact Person: William H. Hardy

Phone: 602-452-4520

Email Address:

Project Name: Ken Sundlof has served as general counsel to the ACIP for 28 years and has represented numerous ACIP member counties on a variety of matters.

2. Company Name: Grubb Automotive

Address: PO Box 44265, Phoenix, AZ 85064-4265

Contact Person: Dan Grubb

Phone: 602-381-6590

Email Address: dan.grubb@azcal2.com

Project Name: Sale and acquisition of new motor vehicle dealerships and related real estate, as well as other non-motor vehicle related real estate over a couple of decades. Representation involved transactional work and general legal advice on a multitude of issues.

3. Company Name: Office of the Pinal County Attorney

Address: PO Box 887

Contact Person: Christopher C. Keller

Phone: 520-866-6271

Email Address: chris.keller@pinalcountyaz.gov

Project Name:

4. Company Name: FineMark National Bank & Trust

Address: 7600 E. Doubletree Ranch Rd., Ste. 100, Scottsdale, AZ 85258

Contact Person: Richard Riley

Phone: 480-607-4876

Email Address: rriley@finemarkbank.com

Project Name: Ongoing assistance with probate, conservatorship and guardian litigation

5. Company Name: Arizona Municipal Power Users Association (AMPUA)

Address: 148 N. Country Club Dr., Phoenix, AZ 85014

Contact Person: Michael Curtis

Phone: 602-228-2877

Email Address: mcurtis401@aol.com

Project Name: Numerous legislative matters. Refer to Prior Experience Section for details.

6. Company Name: Mutual Insurance Company of Arizona

Address: 2602 E. Thomas Rd, Phoenix, AZ 85016

Contact Person: Phil Smith

Phone: 602-808-2212

Email Address: PSmith@mica-insurance.com

Project Name: Jay Fradkin and Rick Delo have tried over 60 medical malpractice lawsuits in Arizona in the last 30 years. A complete list is available upon request.



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7. Company Name: Office of the Pinal County Attorney

Address: PO Box 887

Contact Person: Mark Langlitz

Phone: 520-866-6278

Email Address: mark.langlitz@pinalcountyz.gov

Project Name:

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4 Prior Experience

Please provide examples of projects previously conducted that are related to the work described in the ROQ. Description should include the client name, description of the type of work performed, approximate date the work was completed and the professional staff who participated. (Additional pages may be used if necessary)

1. Appellate Practice

Jennings, Strouss & Salmon's appeals attorneys have extensive experience at all levels of the Arizona, Nevada and federal appellate courts. We not only handle appellate matters arising within our own firm, but are also regularly retained by other lawyers and firms to assist them with their complex appellate needs. Our appeals attorneys are intimately familiar with appellate procedures and can provide the highest quality representation, no matter how complex or novel the issues on appeal may be. In fact, various appellate courts have deemed more than 100 appellate cases in which Jennings Strouss appeals lawyers have appeared in the last ten years to be significant enough to justify their publication as opinions. The experience of our appeals attorneys covers a broad range of substantive areas of the law, including general torts and personal injury, medical malpractice defense, commercial and contract litigation, professional liability and malpractice defense, constitutional, labor and employment, administrative, real estate, health care, bankruptcy, trusts and estates, and tax law.

Representative Experience:

- **Southwest Hematology Oncology**
Professional Staff Involved: Chris M. Mason
Matter Description: Appeal of Rule Concerning Application of Accountant-Client Privilege. In connection with an underlying representation of Southwest Hematology, handled an interlocutory special action appeal to the Arizona Court of Appeals concerning application of Arizona's statutory accountant-client privilege. The special action appeal portion of the case was handled in 2013.

2. Attorney Conduct and Professionalism

Jennings Strouss regularly advises Arizona attorneys, law firms, corporate legal departments, and government agencies on sensitive ethical, professional responsibility and business matters. We have successfully represented attorneys in:

- State Bar complaints
- Attorney and judicial discipline cases
- Fee disputes
- Attorney errors and omissions
- Legal malpractice defense
- Bar admission issues (e.g. character and fitness)
- Expert witness services, such as reasonableness of fees, standard of care, ethics
- Mediation of partnership agreements
- Ethics advice and counsel for large and small law firms

Representative Experience:

- Mr. Rhodes has represented lawyers, law firms, and government attorney offices (elected and employed) for over 20 years. Due to the sensitive nature of the work that he performs, he cannot provide names or specific case information. His work has involved defense of State Bar matters, and advice on matters of lawyer professional responsibility. Mr. Rhodes has also presented seminars to public lawyers on unique issues related to ethical responsibilities in the public sector.

3. Commercial Litigation

Jennings, Strouss & Salmon's expert team of commercial litigation attorneys is one of the strongest in the Southwest. Our work is wide-ranging and includes virtually every type of litigation matter, ranging from the routine to large-scale, multi-jurisdictional litigation. While we advise clients on ways of avoiding or minimizing the risk of litigation, and while we are skillful in applying appropriate legal pressure to obtain settlements or otherwise resolve disputes in our clients' best interest, we also offer a great deal of trial experience. By trial attorneys, we are not just referring to "litigators," but attorneys who serve as lead counsel before juries, often in cases involving complex legal issues and substantial amounts of money. Jennings, Strouss & Salmon's litigation lawyers have collectively been lead counsel or participated in hundreds of jury and bench trials spanning the state and federal trial and appellate courts. Our litigation attorneys are also skilled and experienced in various forms of alternative dispute resolution such as arbitration and mediation.

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Representative Experience:

Eric D. Gere, Chair of the firm's commercial litigation department, has extensive experience representing clients in a wide-range of matters:

- Representation of a diverse client base, including public utility, community banks, farmers, real estate holding companies, accountants, engineering firm, Mexican businesses, etc., in commercial litigation matters
- Obtained \$70 million judgment on behalf of Mesa Bank, in a fraud case against mortgage broker/title company
- Successful defense of breach of contract/trademark infringement case involving claim for \$1.0+ million brought against family-owned skydiving business, Skydive Phoenix
- Jury verdict for \$1.1 million in Arkansas Federal District Court in favor of Mexican shrimp farmer, Granjas Aquanova
- Summary judgment in favor of Arizona public utility Salt River Project (SRP), that was upheld by Arizona Court of Appeals, in case involving locomotive accident
- Obtained \$2.0+ million arbitration award in favor of developer of apartment complex Elkrigde Apartments, LLC in Show Low, Arizona
- Represented regional bank, Bank of the West, in real property tax appeal resulting in trial victory and refund of nearly \$500,000
- Obtained summary judgment and \$200,000 judgment on behalf of Shopping Center in litigation arising from interpretation of declaration of easements, covenants and restrictions

4. Commercial Transaction

Jennings Strouss has a reputation for excellence in serving the business and corporate needs of private and public sector clients doing business in an increasingly technical and competitive environment. Our corporate attorneys regularly counsel our business clients on strategic legal issues, from business and entity planning and formation and corporate governance issues, through growth and financing transactions, and often through disposition of the business and, if necessary, crisis management. We assist businesses in virtually any kind of transaction their company may encounter, including real estate matters, mergers and acquisitions, tax strategy, strategic alliances, financial transactions, regulatory compliance, intellectual property, public and private securities offerings, and technology transactions. Our corporate and transactional lawyers, many of whom have in-depth and industry knowledge and experience, are known nationally for their expertise in the fields of:

- Utilities - Electricity, Gas and "Green Energy"
- Hospitals and Healthcare Organizations
- Telecommunications - Satellite and Private Networks
- Financial Institutions and Financial Services
- Public Finance
- Intellectual Property
- Internet and other Technology
- Biotechnology & Life Sciences

Our broad range of our corporate and legal experience extends to traditional corporate legal matters of the utmost importance to our business clients.

Representative Experience:

- **Lund Luxury Group**
Date of Completion: September 2012
Professional Staff Involved: John C. Norling, Managing Attorney
Matter Description: Sale of multiple new motor vehicle dealerships. Multi-million dollar sale of three separate new motor vehicle dealerships located in Maricopa County, Arizona and related real estate.
- **Sale of Pioneer Landscaping Materials**
Date of Completion: December 2014
Professional Staff Involved: John C. Norling, Managing Attorney
Matter Description: John Norling represented seller of a multi-state landscaping materials company as lead counsel. The value of transaction was in excess of \$120 million. Representation involved sale of assets and assignment of approximately 35 real estate leases.
- **Grubb Automotive**
Date of Completion: 1997 and 2009
Professional Staff Involved: John C. Norling, Managing Attorney
Matter Description: John Norling represented client in the sale and acquisition of new motor vehicle dealerships and related real estate as well as other non-motor vehicle related real estate over a couple of decades. Representation involved transactional work and general legal advice on a multitude of issues.



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5. Construction Litigation

In today's highly regulated world, owners, architects, contractors, engineers, insurers and others in the construction industry are increasingly faced with multiple avenues of liability for the same work-related occurrence. In addition, numerous legal decisions are required related to every project. Jennings, Strouss & Salmon construction attorneys handle legal issues relating to the construction process from land acquisition and project financing to post-construction claims settlement. These include such matters as, building contracts, bonds, bid protests, backcharges for defective work claims, delay claims and contractor claims for additional compensation. Our firm represents clients in most aspects of the construction industry, including project owners and managers, developers, sureties, contractors, suppliers, builders, architects and engineers. The construction group combines experience and sophistication in construction litigation and counseling with knowledge of the regulations that govern in contracting with local, state and federal government. We handle public and private construction litigation, and have assisted clients in the construction of public works projects including highway, bridge, school building. Jennings Strouss' construction attorneys give clients a broad perspective on the legal issues arising in the vast construction field.

Representative Experience:

- **Faulkner USA, Inc./Liberty Mutual**
Date of Completion: Ongoing
Professional Staff Involved: Jay M. Mann, Member, Patrick F. Welch, Member, and Jennifer Brandon, Project Manager/Paralegal
Matter Description: Represented contractor Faulkner USA, Inc. and its surety Liberty Mutual in connection with construction of the Mohave County Jail in Kingman, including litigation following construction with various design professionals. Our clients successfully built the project, and later brought suit alleging numerous mistakes in design documents leading to substantial extra costs by the contractor.
- **Sprit Underground/Employers Mutual**
Date of Completion: End of 2015
Professional Staff Involved: Jay M. Mann, Member, Andy J. Chambers, Member, and Cheryl Miller, Paralegal
Matter Description: Represented contractor Sprit Underground and its surety Employers Mutual in connection with a project to build roads and infrastructure for a large residential subdivision in Marana. There was considerable soil movement, resulting in damage to paved areas and underground utilities. The costs to repair damages were in the millions.
- **Cohen Contracting/Federal Insurance**
Date of Completion: 2007
Professional Staff Involved: Jay M. Mann, Member, Scott F. Frerichs, Member, and Cheryl Miller, Paralegal
Matter Description: Represented Cohen Contracting and its surety Federal Insurance in connection with construction of buildings and other improvements at various campuses of the Maricopa County Community College District. There were claimed contractor performance problems, some of which were disputed by clients and some of which were passed on to subcontractors. There were also delay claims by the contractor for extra compensation, and claims by the owner for liquidated delay damages.

6. Intellectual Property

Jennings, Strouss & Salmon has one of the leading intellectual property practices in Arizona. We offer clients the full spectrum of intellectual property services, including the acquisition, enforcement, and defense of patents, copyrights, trademarks, and trade secrets, as well as related licensing, joint technology development arrangements, and litigation. We also assist clients with their core assets, such as technology, brand, and strategic relationships, and help them navigate their unique competitive landscape. Our clients range from large international corporations to emerging businesses. We also represent universities, industry associations, and research institutions. This broad base of clients enables our attorneys to understand and develop individualized services for each client, creating effective and efficient legal solutions. Jennings, Strouss & Salmon's intellectual property services encompass the domestic and international aspects of:

- Patent, trademark, copyright, and industrial design prosecution;
- Exploitation and enforcement of the foregoing rights through licensing, joint venture, sponsored research, collaboration, technology transfer, and other agreements; and
- Defense against the assertion of these rights through traditional and non-traditional forms of litigation.

Our attorneys routinely conduct intellectual property audits to assess our client's intellectual property assets, provide counseling on strategically developing and managing intellectual property portfolios, and proactively advising on how to help protect themselves from potential third party threats. In addition, as a result of our extensive experience handling international intellectual property matters, the firm has developed a world-wide network of the best trademark, patent, and corporate lawyers in foreign jurisdictions, who are available to assist with intellectual property and related corporate matters. We offer multifaceted resources focused on maximizing the value of intellectual property to our clients' businesses, and strive for effective productivity by training client personnel to assume responsibility for asset management. When needed, we call on the

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skills of our practitioners in corporate, securities, real estate, finance, employment, and tax law to optimize underlying business objective.

Representative Experience:

- **Alfonso Iniguez**
Date of Completion: Ongoing
Professional Staff involved: Michael K. Kelly, Member, and Cindy McMorrow, Paralegal
Matter Description: Provided patent services related to preparing and prosecuting patent applications.
- **Wake Up and Ball**
Date of Completion: Favorable settlement December, 2015
Professional Staff Involved: Michael K. Kelly, Member, Jennifer Brandon, Litigation Support, and Tana Davis-Digeno, Legal Assistant
Matter Description: Represented plaintiff in copyright infringement action in federal court against Sony, Inc.

7. Labor Law and Employment

Our management-oriented Labor and Employment Group devotes a significant amount of time to preventive law projects, counseling both private and public employers on how to achieve their management-employee relations goals while reducing legal risks. Our employment attorneys regularly provide advice and other assistance on such issues as sexual harassment, race discrimination and other Title VII claims; wrongful discharge claims; employee handbooks; development of policies and procedures on issues such as discipline, searches and seizures, and drug testing; design and review of employee compensation programs and benefit plans; and advice on compliance with the Americans With Disabilities Act, the Family and Medical Leave Act and other legislative measures affecting employers. We can assist companies in conducting investigations of alleged wrongdoing and in determining the appropriate course of conduct after assessment of the results. Our employment attorneys also develop and help clients administer severance programs and in evaluating employee terminations on an individual or large scale basis. Our labor lawyers also have in-depth experience over many years in helping clients deal with labor unions. We do everything from giving advice to employers facing a union organization campaign to negotiating collective bargaining agreements and handling disputes and grievances through arbitration. We also counsel clients regarding the avoidance of wage and hour problems stemming from minimum wage and overtime issues under the Fair Labor Standards Act. When problems arise, the firm is well equipped to handle administrative proceedings and litigation. Our labor and employment lawyers assist clients in hearings before numerous administrative agencies such as the EEOC, OSHA, NLRB, OFCCP, U.S. Department of Labor, Arizona Civil Rights Division, and the Arizona Department of Economic Security. Sometimes employers have no choice but to defend themselves in litigation. In that circumstance, our labor and employment lawyers bring extensive experience to bear in defending clients in all types of lawsuits brought in the state and federal courts (both trial and appellate). We also assist our clients in resolving disputes through negotiation, mediation, arbitration, early neutral case assessment and other alternative dispute resolution techniques. Our labor and employment clientele is extensive and includes a wide range of businesses and other organizations, including utilities, hospitals, school districts, cities, counties, construction companies, manufacturing concerns, grocery store chains, food distributors, and others.

Representative Experience:

- **Shamrock Foods**
Professional Staff Involved: Chris M. Mason
Matter Description: Successfully defended client against claim of racial discrimination in violation of Title VII of the 1964 Civil Rights Act. The Claimant alleged that he had a job offer revoked because of his race and color. Mr. Mason resolved the dispute for a nominal settlement payment and the case was dismissed.
- **All American Track**
Professional Staff Involved: Chris M. Mason
Matter Description: FLSA Overtime Pay Claims. Currently defending client against collective action claims of failure to properly pay overtime pay in compliance with the Fair Labor Standards Act. Have already successfully reduced the scope of the claim to a small, discrete, period of time that has substantially limited the potential liability. The work has involved legal research, client practices investigation, and resolution negotiations.
- **BHP Copper**
Professional Staff Involved: Chris M. Mason
Matter Description: Union Grievance / NLRB Hearing / Wrongful Termination Claim. Successfully defended BHP Copper against a claim of wrongful, retaliatory termination. The claimant had engaged in pro-union protected activity, and alleged that his termination violated applicable labor laws. At a three-day hearing, we successfully proved that the claimant was justifiably terminated for violating safety protocols.

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8. Legislative Matters

B3 Strategies builds public policy brick-by-brick. Positioned as “The Public Policy Architects,” B3 Strategies utilizes education and relationship building to assist clients with the development and implementation of public policy and government relations strategy on the local, state, and federal levels. An affiliate of Jennings, Strouss & Salmon law firm, B3 Strategies is backed by a full service firm with offices in Phoenix, Peoria and Washington D.C. With the experience of Jennings, Strouss & Salmon and Chief Executive Officer, Russell Smoldon, B3 Strategies is the expert on clients' issues from technology and natural resources to taxes and health care. Specializing in efficient solutions, B3 Strategies strives to improve its clients' government relations programs by promoting communication and understanding between the private and public sectors.

Representative Experience:

- **The Nature Conservancy, Arizona Chapter**
Date of Completion: April 23, 2014
Professional Staff Involved: Russell D. Smoldon - CEO, B3 Strategies, an affiliate of Jennings, Strouss & Salmon
Matter Description: On behalf of The Nature Conservancy, B3 Strategies successfully led efforts resulting in the unanimous passage of HB 2343, a bill establishing a program for the removal of vegetative natural products to prevent fires and promote forest management of state lands. Work included drafting legislation, identifying a bill sponsor (Senator Steve Pierce R-Prescott), meeting with all members of the Senate Natural Resources & Rural Affairs Committee, and ensuring that the bill as amended successfully passed through Senate Natural Resources & Rural Affairs, Senate Appropriations, as well as through both the full Senate and full House of Representatives unanimously. Additionally, B3 Strategies secured \$1.4 million of the 2014 budget for program integration that was crucial to the protection of Arizona's forests.
- **Arizona Municipal Power Users Association (AMPUA)**
Date of Completion: April 3, 2015
Professional Staff Involved: Russell D. Smoldon, CEO; Erin Mahrt, Government Relations Associate; Emily Rice, Government Relations Assistant - B3 Strategies, an affiliate of Jennings, Strouss & Salmon
Matter Description: On behalf of AMPUA, B3 Strategies led defensive measures to protect irrigation districts, electrical districts, cooperatives, and small cities from legislation that would negatively affect their ability to do business. B3 Strategies successfully stopped, amended AMPUA districts out of, or protected AMPUA districts from being included in the following bills: SB 1066: Political Subdivisions; Financial Audit Reports (required counties, municipalities and community college districts to post financial statements); SB 1339: Ballot Collection; Prohibition (protected acreage style voting from being included); SB 1382: Special Districts; Debt Level; Report (required special taxing districts to include a statement of outstanding debts as a percentage of the total assessed valuation off all real property); HB 2004: Election of Directors; Term; Qualifications; Vacancies; Public Notice (required districts to post the names and contact information of all members of a district's board on their website as well as all information related to the next election for each board of directors' position); HB 2078: General Powers of Board of Directors (required the release of any bonds on district property 90 days following the completion of a project or following the request of the person required to post the bond or other surety, and within seven days after any required warranty bond for the same project is posted); and HB 2320: Firearms; Permit Holders; Public Place (allowed permit holders to carry a deadly weapon into a public establishment or a public event if the person possessed a valid concealed weapons permit).
- **Lathrop Gage/Digital Realty Trust**
Date of Completion: October 2, 2015
Professional Staff Involved: Russell D. Smoldon, CEO; Erin Mahrt, Government Relations Associate; Emily Rice, Government Relations Assistant - B3 Strategies, an affiliate of Jennings, Strouss & Salmon
Matter Description: B3 Strategies worked with the Arizona Commerce Authority (ACA), the Arizona Department of Revenue (DOR), and key stakeholders in the data center industry to establish a rules package following the passage of HB 2009 in 2013 to establish a tax exemption for software purchased for a data center. B3 organized numerous stakeholder meetings that brought the ACA, DOR and members of the data center industry together to discuss concerns about the interpretation of the legislation which resulted in a comprehensive rules package that had extensive stakeholder feedback and support.

9. Medical Malpractice

Jennings, Strouss & Salmon has extensive experience in defending malpractice claims against medical and other professionals. Our medical malpractice defense practice began with the representation of various hospitals and medical centers in the Phoenix metropolitan area more than 65 years ago. Today, that representation has expanded to include a wide range of health care providers and their insurance carriers, including the largest medical liability insurer in Arizona. Our medical malpractice defense attorneys include some of the most experienced trial attorneys in the Southwest. They have represented numerous physicians, dentists, and other health care professionals, such as osteopathic physicians, chiropractors, psychologists, nurses and physical therapists, in malpractice suits before federal and state courts and in

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disciplinary proceedings before the state licensing boards. Our medical malpractice defense attorneys are assisted by a staff of highly skilled nurse consultants who assist in file assessment, summarizing and obtaining medical records, and preparing witnesses and experts for trial.

Representative Experience

- Jay Fradkin and Rick Delo have tried over 60 medical malpractice lawsuits in Arizona in the last 30 years. A complete list is available upon request.

10. Probate Litigation

Jennings, Strouss & Salmon handles all aspects of estate planning and probate. Our probate attorneys regularly act as counsel to trustees and administrators of large estates, assisting fiduciaries with fulfilling their duties, including representation of personal representatives in administering estates. We also assist trustees in the fulfillment of their duties, including funding trusts, distributing trust assets, interpreting trust instruments, and redrafting and amending trusts. In addition, our attorneys represent clients in will contests and other testamentary disputes, and represent heirs and devisees in overseeing the administration of estates in which they have an interest.

Representative Experience:

- **Sherwin Scott Estate**
Date of Completion: April 2015
Professional Staff Involved: William A. Clarke, Member, Jeffrey P. Boshes, Member
Matter Description: Represented the Sherwin Scott Estate in probate litigation dispute regarding a post-mortem claim for common law marriage in the state of Montana
- **William Long Estate**
Date of Completion: Ongoing
Professional Staff Involved: William A. Clarke, Member, Jeffrey P. Boshes, Member
Matter Description: Represent the William Long Estate in probate litigation dispute.

11. Real Estate Transactions

Jennings, Strouss & Salmon has an extensive real estate practice, representing clients in every segment of the real estate industry, including owners, lenders, borrowers, investors, developers, contractors, brokers, property managers, title insurers, escrow agents, municipalities, and syndicators. Among all phases of the practice include strengths of our real estate attorneys. We have developed expertise in the development of college properties; leasing; construction, renovation and restoration; environmental wetlands, archeological sites and other regulatory issues; contracts; condemnation; public/private partnerships, incentives and entitlements and real estate litigation. Long considered one of the law firms with the best real estate practices, as recognized in major publications, Jennings, Strouss & Salmon takes pride in the experience of its real estate attorneys in handling complex and innovative real estate transactions and litigation.

Representative Experience:

- John Norling has been involved in numerous transactions involving the acquisition and sale of commercial real estate. He is listed by *The Best Lawyers in America*® (2014-2016) in the category of Real Estate Law.

12. Special Taxing District Law

Jennings, Strouss & Salmon has a long history representing special taxing districts in Arizona, including Salt River Project (SRP), the largest special taxing district in the state. Our attorneys are experienced in special district formation, special district authorities and limitations, issues of taxation, agreements with and disputes among political subdivisions, elections and voting, as well as all aspects of state law relating to district operations. The firm also provides lobbying services regarding matters affecting special districts at the federal, state and local levels.

Representative Experience:

- Mr. Sundlof has represented the largest special taxing district in the State, the Salt River Project Agricultural Improvement and Power District, for over 20 years. Additionally, Mr. Sundlof and other members of the firm provide services to many other special districts, directly and through the Arizona Municipal Power Users' Association (AMPUA). Mr. Sundlof has also provided services to Pinal County in connection with both sewer and water districts.

13. General Liability and Tort Defense

Jennings, Strouss & Salmon has an extensive tort and insurance defense practice, providing full litigation representation to clients in state and federal courts, before administrative tribunals, mediations and in arbitration hearings. Our attorneys are regularly involved in defending all types of tort liability cases, including claims involving motor vehicle accidents, transportation and trucking claims, premises liability, personal injury, wrongful death, construction site accidents, property damage, false

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arrest and excessive force cases. Our firm utilizes a "team" approach to tort litigation matters and a responsible, primary contact attorney to assure open and efficient communication regarding the status of files.

Representative Experience:

Eric D. Gere, Chair of the firm's commercial litigation department, and the firm's other litigators have extensive experience representing clients in a wide-range of general liability and tort defense matters:

- Represented both the defense and the plaintiff side of multi-million dollar tort litigation, achieving two of Arizona's most significant defense verdicts in tort liability matters as well as multi-million dollar recoveries on behalf of plaintiffs
- Represented Arizona farmers and ranchers in numerous tort and contract disputes, including fraud and breach of fiduciary duty claims, crop damage claims, product defects and hay quality disputes
- Defense of a \$50 million property damage/class action claim resulting from a warehouse fire
- Represented a nationwide motel chain in defending their premises liability cases

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5. Resumes

Please provide resumes for each professional who will assist in providing services or be a member of the project team. Resumes must include qualifications and experience of each professional. (Additional pages may be used if necessary)

The following Resumes have been attached to this response:

Jennings, Strauss & Salmon, P.L.C.:

- Kenneth C. Sundlof, Of Counsel – ROQ Main Point of Contact
- John C. Norling, Managing Attorney
- Jeffrey P. Boshes, Member
- Matthew L. Cates, Member
- William A. Clarke, Member
- Andy J. Chambers, Member
- Richard K. Delo, Member
- Jay A. Fradkin, Member
- Eric D. Gere, Member
- Michael K. Kelly, Member
- Lindsay G. Leavitt, Associate
- Jay M. Mann, Member
- Chris M. Mason, Member
- Anne E. McClellan, Member
- R. Steven Reed, Associate
- J. Scott Rhodes, Member
- Arati R. Thaly, Associate
- Cheryl Miller, Paralegal

B3 Strategies, LLC, an affiliate of Jennings, Strauss & Salmon, P.L.C.:

- Russell D. Smoldon, CEO
- Erin Mahrt, Government Relations Associate
- Emily Rice, Government Relations Assistant

**Kenneth Carr Sundlof, Jr.**

Special Counsel, Phoenix Office

t. 602.262.5946

f. 602.495.2659

ksundolf@jsslaw.com

www.jsslaw.com

Mr. Sundlof has a broad range of experience in general commercial representation. Where possible, he works closely with business clients to anticipate and avoid legal problems, or to minimize legal problems which already exist.

Mr. Sundlof's representation encompasses both litigation and non-litigation matters, including business negotiations, contracts, procurement, licensing, real estate, banking, construction and insurance. He also has extensive experience in administrative and governmental representation.

Mr. Sundlof's primary focus is in the area of utility law. He has over thirty-five years of extensive experience in the utility industry, including work in the electric, telecommunications, natural gas and water sectors. His experience extends to nearly all the legal and regulatory needs of utilities and their customers. Representative clients include or have included Salt River Project (SRP), New West Energy, Southwest Gas, US WEST, NextEra Energy, Starwood Energy, American Association of Retired Persons, Residential Utility Consumers Office, Arizona Cogeneration Association, and Arizona Community Action Association.

Since 1998, Mr. Sundlof has served as the liaison between Salt River Project (a federal reclamation project and one of the largest public power entities in the nation) and Jennings Strauss and Salmon (who serves as General Counsel to SRP), and has been involved in almost all aspects of law involving SRP, including regulatory, legislative, environmental siting, general utility law, new transmission and generation projects, electric industry restructuring, contracting, local government, dispute resolution, public processes, governance and federal regulation.

Areas of Focus

- Utility Law
- General Commercial Representation
- Government Relations/Public Affairs

Honors and Recognition

- AV® Preeminent™ Peer Review Rated*
- Listed, *The Best Lawyers in America* (2005-2016) in the category of Energy Law
- Top Lawyers List, Energy & Natural Resources, *Arizona Business Magazine* (2014)

*AV® Preeminent™ and BV® Distinguished™ are certification marks of Reed Elsevier Properties Inc., used in accordance with the Martindale-Hubbell certification procedures, standards and policies.

Professional, Civic and Community Involvement

- Board of Directors and Treasurer, Herberger Theater Center (2010-present)
- Board of Directors and Treasurer, Healthy Mothers Healthy Babies Maricopa
- American Bar Association
 - Member, Public Utility, Communications and Transportation Law Section
- Member, American Arbitration Association
- Chair, Board of Managers, B3 Strategies (2013)

Admitted to Practice

- Arizona
- Illinois
- U.S. District Court, District of Arizona
- U.S. Court of Appeals, Ninth Circuit

Education

- J.D., University of Illinois College of Law (1974)
- B.S., University of Illinois, Economics/Finance, with Honors (1972)
 - James Scholar



John C. Norling
Member, Phoenix

t. 602.262.5882
f. 602.495.2672
jnorling@jsslaw.com
www.jsslaw.com

Mr. Norling is the Managing Attorney of Jennings, Strouss & Salmon and serves on the firm's Management Committee. As a member of the Corporate, Securities, and Finance department, his practice is focused on advising clients on all aspects of their operations, including but not limited to, commercial transactions, real estate, business organizations, corporate law, mergers and acquisitions, federal and administrative compliance, business contract negotiations and advertising law. He serves as the de facto outside General Counsel for many of his clients providing advice on issues ranging from day-to-day operations to strategic planning. Mr. Norling is recognized as an industry leader in the representation of automobile dealerships. He advises dealer clients on the legal and practical aspects of the operation of a retail automotive dealership, including, without limitation, the acquisition or sale of a dealership, the commencement of dealership operations, whether through an add-point or newly acquired dealership, manufacturer and lending relationships, operational and consumer issues, ownership succession issues, licensing issues, federal and state compliance and advertising law.

As part of his practice, Mr. Norling serves as General Counsel to the Arizona Automobile Dealers' Association, Valley Chevrolet Dealers Advertising Association, Valley Honda Dealers Marketing Association, Tucson Chevy Dealers Local Marketing Association and several other industry related associations.

Areas of Focus

- Advertising Law
- Automotive Dealerships
- Banking and Financial Institutions
- Corporate Law
- Corporate Counsel

- Corporate Governance
- Mergers and Acquisitions
- Real Estate

Representative Engagements

- Served as lead counsel in transactions involving the sale or acquisition of automobile dealerships and the related real estate ranging from the \$1 million range to well in excess of \$100 million.
- Serves as outside General Counsel to one of the largest family-owned landscaping material production and sales companies in the Western United States, advising on a wide range of matters, from the negotiation and preparation of vendor contracts to the acquisition and divestiture of real estate.
- Routinely advises automobile dealer clients on state and federal law compliance matters, including compliance with advertising regulations, the Red Flags Rule, Safeguards Rule, Privacy Rule and impact of the Dodd-Frank Act upon the operations of retail automobile dealerships.
- Regularly advises entrepreneurial clients on a wide range of issues, including new business opportunities, strategic and succession planning, business contract negotiation and preparation, and risk analysis and avoidance.

Articles, Publications and Presentations

Articles

- Contributor, "Six Legal and Regulatory Risks CMOs Can't Afford To Ignore." CMO.com (2015)
- Contributor, "What New Online Advertising Rules Mean for Phoenix Small Businesses." Phoenix Business Journal (2015)
- Contributor, "4 Ps of Brand Endorsement to Make the FTC Happy." Target Marketing (2015)
- Author, "Is Your Ad Legal? Digital Advertising Raises Additional Issues for Marketers." Target Marketing (2015)
- Co-author, "Navigating the Advertising Minefield: Businesses Must Be Diligent When Formulating Advertising Campaigns," JSS Client Alert (2015)

- Author, "Think Twice Before Photocopying Military Identification Cards," JSS Client Alert (2013)
- Author, "Employers Must Provide Notice of Coverage Options to Employees," JSS Client Alert (2013)

Presentations

- Presenter, "Emergency Legal Clinic," Arizona Small Business Association 2013 Small Business Conference (2013)
- Presenter, "Does Compliance Really Matter?," Arizona Automobile Dealers Association Compliance Workshop (2010)
- Presenter, "The Red Flags Rule," Arizona Automobile Dealers Association Meeting (2008)

Digital Media

- Interview, "Updated FTC Guidelines on Internet Advertising & Marketing," Arizona Horizon (2015)

Honors and Recognition

- AV® Preeminent™ Peer Review Rated*
- The Best Lawyers in America (2014-2016) in the category of Real Estate Law
- Arizona's Finest Lawyers, Corporate and Real Estate Law (2009-2012)
- Arizona's Top Rated Lawyers, Corporate and Real Estate Law (2012)

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Professional, Civic and Community Involvement

Professional

- State Bar of Arizona
 - Member, Rules of Professional Conduct Committee (1999-2000)
- Member, National Association of Dealer Counsel
- Member, Association for Attorneys and Executives in Corporate Real Estate (2006-2009)

Civic

- Scottsdale Chamber of Commerce

- Member, Scottsdale Airpark Committee
- Member, Economic Development Advisory Council

State and Court Admissions

- Arizona (1991)
- Ninth Circuit Court of Appeals (1991)
- U.S. Tax Court (2002)

Education

- J.D., Ohio State University (1991)
 - Ohio State University College of Law Journal of Dispute Resolution
- B.A., Wichita State University (1988)
 - Cum Laude
 - Athletic Directors' Honor Roll

**Jeffrey P. Boshes**

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Mr. Boshes is a commercial litigator and a commercial transaction attorney who is experienced in real estate, construction, corporate, creditors' rights, probate and commercial landlord-tenant matters. Mr. Boshes also has assisted clients with their real estate sales and financing.

Areas of Focus

- Commercial Litigation
- Probate Litigation
- Creditors' Rights
- Real Estate
- Commercial Transaction
- Landlord-Tenant Matters
- Corporate
- Construction

Representative Engagements

- Represented defendant farmers in securing summary judgment against buyer of their farmland who accused them of nondisclosure of a pending Palo Verde Watershed flood plain study being conducted by Flood Control District of Maricopa County.
- Represented plaintiff consumer credit counseling agency in suit for indemnification and contribution against three other consumer credit counseling agencies (jury verdict for plaintiff as to two of three defendants for full amount demanded; affirmed on appeal; summary judgment in favor of third defendant; reversed on appeal; settled)

- Represented clients in negotiations with owners, contractors, architects, engineers, vendors, and suppliers regarding their contractual agreements and documents relating to various private and public works projects
- Represented defendant tennis court contractor against breach of contract and breach of unworkmanlike performance claims (defense jury verdict)
- Represented plaintiff apartment complex owner against engineering firm that designed a wastewater treatment plant for the apartment complex (settled before trial)
- Represented defendant farmer in suit for specific performance relating to his farm property (settled before trial)
- Represented clients in the acquisition and sale of real property, property financing, refinancing and private and judicial foreclosures
- Represented defendant web site design firm in action relating to a web site promoting employee benefits (settled before trial)
- Represented plaintiff office complex owner against lessee for breach of lease (judgment for plaintiff following bench trial; motion for partial new trial granted to defendant-lessee reversed on appeal, judgment reinstated; published opinion)
- Represented defendant general contractor against claims by commercial window shutter firm that building premises was not constructed in accordance with contract. Claims exceeded \$1,000,000 (adverse jury verdict of \$200,000, no attorneys' fees awarded to plaintiff; settled while on appeal)
- Represents clients in contested probate, trust, conservatorship and guardianship matters

Articles, Publications and Presentations

Articles

- Author, "What You Need to Know About the "Protecting Tenants at Foreclosure Act"" (2012)
- Author, "Recent Changes in Stop Notices," *Arizona Journal of Real Estate and Business* (1998)
- Speaker, "Seminar on Commercial Damages," Maricopa County Bar Association

Honors and Recognition

- AV® Preeminent™ Peer Review Rated*

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Professional, Civic and Community Involvement

- Commercial Law League of America (1977-present)
 - Member
- State Bar of Arizona (1976-present)
 - Member, Construction Law Section
 - Member, Real Property Section
- St. Vincent de Paul Legal Clinic Volunteer (2010-present)

Admitted to Practice

- Arizona
- U.S. District Court, District of Arizona

Education

- J.D., Arizona State University College of Law, *cum laude* (1976)
- B.A., Occidental College, Los Angeles, Political Science, *cum laude*, (1973)

**Matthew L. Cates**

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Mr. Cates is a litigator who practices in the areas of medical malpractice defense, healthcare, commercial litigation, personal injury, construction defect, and insurance bad faith.

Prior to joining the firm, Mr. Cates served as a Law Clerk to the Honorable Susan R. Bolton of the U.S. District Court for the District of Arizona and to the Honorable Noel Fidel of the Arizona Court of Appeals. During law school, Mr. Cates served as an extern for the Honorable Thomas C. Kleinschmidt of the Arizona Court of Appeals.

Areas of Focus

- Medical Malpractice Defense
- Healthcare Law
- Personal Injury
- Commercial Litigation
- Construction Defect
- Insurance Bad Faith

Representative Engagements

- Represented doctors in jury trials resulting in defense verdicts
- Represented HMOs and group insurers in breach of contract, rescission and bad faith actions
- Represented automobile and property insurers in coverage and bad faith actions
- Represented architects, engineers, contractors and attorneys in construction law and professional malpractice lawsuits
- Represented motorcycle dealership in accident-related cases

- Handled various insurance bad faith, insurance coverage, legal malpractice and commercial litigation cases before federal and state courts of appeals
- Represented healthcare professionals before state licensing boards including the Arizona Board of Behavioral Health Examiners, the Arizona Board of Medical Examiners, and the Arizona Naturopathic Physicians Medical Board
- Represented real estate professionals before the Arizona Association of Realtors

Professional, Civic and Community Involvement

- Board of Directors, Arizona Association of Defense Counsel
- Volunteer Member, Bowdoin Alumni Schools and Interviewing Committee
- Former Member, Valley of the Sun Kiwanis Club
- American Bar Association
 - Member, Litigation Section

Admitted to Practice

- Arizona
- U.S. District Court, District of Arizona
- U.S. Court of Appeals, Ninth Circuit

Education

- J.D., Arizona State University College of Law (1999)
- B.A., Bowdoin College, Geology (1996)

**William A. Clarke**

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William Clarke is a veteran practitioner having provided counsel to international, national, and local businesses and individual clients for more than thirty years. Mr. Clarke has worked with numerous Arizona business families in estate planning, probate administration, general business matters (including business succession planning), corporate transactions (including the sale and purchase of businesses), and real estate transactions.

Mr. Clarke has represented numerous clients in contested probate matters. He has represented surviving spouses and heirs in estate disputes with family members over the allocation and distribution of assets.

Mr. Clarke has provided counsel to numerous clients seeking Guardianships and Conservatorships.

Areas of Focus

- Estate Planning
- Probate Administration, including Guardianships and Conservatorships
- Contested Estate Matters
- Corporate Transactions
- General Business Matters
- Real Estate Transactions

Representative Engagements

- Represents clients in contested probate matters. Mr. Clarke has represented surviving spouses and heirs in disputes with family members over the allocation and distribution of assets.
- Provides legal counsel and tax advice to clients, with assets in varying amounts, in creating individual estate plans that optimize financial and personal situations.
- Represents corporate fiduciaries in probate administration matters involving conflicts between beneficiaries.

- On several occasions, has represented investors (including an international golf course management company) in the acquisition of interests in elite golf courses.
- Represented an Arizona family business (with operations in Arizona, New Mexico, Nevada, Texas and Idaho) in a transaction with an international Fortune 50 company in acquisition of distribution assets and facilities for the entire State of California, including obtaining a \$100 Million loan from a syndicate of two major banks (2009-2010).
- Represented an Arizona family oil distribution business (with operations in Arizona, New Mexico, Nevada, Colorado and Texas) in a transaction with a national oil distributor and real estate investment fund for the sale of the business and associated real estate, with a total purchase price of \$50 Million.
- For more than ten years, served as Arizona counsel for an international bank, headquartered in London, working through a retained loan/investment pool in excess of \$450 Million (1988-2000).
- Provides legal counsel and tax advice to a variety of clients, with businesses of varying sizes, concerning business succession planning.

Honors and Recognition

- AV® Preeminent™ Peer Review Rated*

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Professional, Civic and Community Involvement

- State Bar of Arizona
- Kansas Bar Association
- Phoenix Swim Club, Inc.
 - Legal Counsel
- Central Arizona Estate Planning Council (2003-present)
- Organized and managed three successful Madison School District bond and override election campaigns
 - Co-Chairman, Chairman (1992-2003)
- Madison School District
 - Financial Oversight Committee (1992-2002)

Admitted to Practice

- Arizona
- Kansas
- U.S. Tax Court

Education

- J.D., University of Arizona, with Distinction (1980)
- B.S., University of Kansas, Business Administration and Accounting (1977)
 - NCAA All America (Tennis) (1977)
 - NCAA Post Graduate Scholar (1977)



Andy J. Chambers

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Mr. Chambers focuses his practice on fidelity law, commercial litigation, surety and construction law, and cyber security law. He possesses extensive commercial litigation experience, guiding clients through all phases of claim investigation, litigation, trial, arbitration, mediation, and appeals.

Mr. Chamber's primary practice is representing fidelity carriers in investigating complex financial crime losses, preparing coverage opinions, defending coverage law suits, and prosecuting subrogation actions. Mr. Chambers also represents surety companies in all aspects of claims handling, including: performance and payment bond claim investigations; project default, take over and completion; negotiation of financing and security agreements; bond claim litigation; and prosecuting actions to enforce sureties' rights against obligees, indemnitors, and other third parties. In addition, Mr. Chambers represents companies and insurers in the emerging arena of cyber security and data breaches.

Areas of Focus

- Fidelity Law
- Commercial Litigation
- Surety Law
- Construction Litigation
- Cyber Security Law

Reported Decisions

- *Superstition Crushing, LLC v. Travelers Cas. and Sur. Co. of Am.*, 360 Fed.Appx. 844 (9th Cir. 2009).

Articles, Publications and Presentations

Articles

- Contributor, "Are You Over-sharing on Social Media," Ahwatukee Foothills News (2015)

- Author, “Cyber Crime Coverage,” American Bar Association, Tort Trial and Insurance Practice Section, Fidelity and Surety Law Committee (2012)
- Author, “Surety Law Update,” Surety and Fidelity Claims Institute (2012)
- Author, “Computer Fraud Coverage,” American Bar Association, Tort Trial and Insurance Practice Section, Fidelity and Surety Law Committee (2010)

Publications

- Co-author, *Bond Default Manual*, 4th Edition, Chapter 11, The Performing Surety’s Additional Obligations, American Bar Association (2015)
- Contributor, New Appleman on Insurance Law Library Edition, Volume 10, Fidelity Insurance, LexisNexis (2014)
- Co-editor, *Fidelity and Surety Digest*, American Bar Association, Tort Trial and Insurance Practice Section, Fidelity and Surety Law Committee (2006-Present)

Presentations

- Co-presenter, “Cybersecurity: Minimizing Risk and Responding to Breaches,” Jennings, Strouss & Salmon and the AZ Chamber of Commerce & Industry (2015)
- Co-presenter, “Cybersecurity: Minimizing Risk and Responding to Breaches,” Lucid Agency + Google 2015 Digital Summit (2015)
- Presenter, “Current Trends in Handling and Defending Fidelity and Financial Institution Bond Claims,” hosted by the American Bar Association, Tort Trial and Insurance Practice Section, Fidelity and Surety Law Committee (2012)
- Presenter, “Profiles in Greed: A Study of Common Fidelity Loss Scenarios,” hosted by the American Bar Association, Tort Trial and Insurance Practice Section, Fidelity and Surety Law Committee (2010)

Digital Media

- Interview, “The JPMorgan Chase Data Breach,” 12 News (October 3, 2014)
- Interview, “What Companies Can Do To Prevent Security Breaches,” AZTV’s Morning Scramble (September 30, 2014)
- Video, “Perfecting a Judgment Creditor’s Rights to Excess Proceeds” (April 24, 2014)
- Video, “What Are Our Company’s Obligations in the Event of a Data Breach?” (July 22, 2014)

Professional, Civic and Community Involvement

- Member, American Bar Association
 - Vice-Chair, ABA Tort Trial and Insurance Practice Section Fidelity and Surety Law Committee (2014-2015)
- Member, State Bar of Arizona
- Member, Maricopa County Bar Association
 - Member, Construction Litigation Practice Group (2013)
- Member, Arizona Technology Council Cyber Security Committee
- Member, Law Firm Alliance Cyber Security/Data Privacy Group

State and Court Admissions

- Arizona, 2004
- U.S. District Court, District of Arizona (2006)
- U.S. Court of Appeals, Ninth Circuit (2007)

Education

- J.D., *cum laude*, Washington College of Law at American University (2004)
 - *Certified Student Attorney, DC Law Students in Court*
 - *Legal Intern, Organization of American States*
 - *Dean's Research Fellow*
- B.A., University of California at Santa Barbara (1999)

**Richard K. Delo**

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Mr. Delo is a Member of Jennings, Strouss & Salmon, practicing primarily in the areas of medical malpractice defense, healthcare law, personal injury and commercial litigation. He has focused his practice on the defense of physicians and hospitals in medical malpractice cases on behalf of the largest medical liability insurer in Arizona and other carriers. He has significant experience in litigating healthcare coverage issues and has represented health maintenance organizations (HMOs) in numerous matters. Mr. Delo also represents physicians before licensing boards in disciplinary matters.

Areas of Focus

- Healthcare law
- Medical Malpractice Defense
- Personal Injury
- Commercial Litigation

Representative Engagements

- Successfully defended physician in medical malpractice trial arising out of patient's epidural abscess resulting in paraplegia
- Successfully defended orthopedic surgeon in medical malpractice trial alleging patient sustained significant nerve injury resulting in "dead arm" following arthroscopic surgery
- Successfully defended family practice physician in medical malpractice trial alleging patient suffered a stroke resulting in hemiplegia due to failure to appropriately treat pleural effusion
- Successfully defended gastroenterology physician in medical malpractice trial arising out of upper endoscopy resulting in perforated esophagus

- Successfully defended orthopedic surgeon in medical malpractice trial alleging patient lost use of arm due to failure to appropriately treat wrist fracture
- Successfully defended two OB/GYN physicians in a medical malpractice trial alleging improper treatment of mother's gestational diabetes resulted in stillbirth of baby
- Successfully defended orthopedic surgeon (foot and ankle specialist) in a medical malpractice trial alleging patient developed reflex sympathetic dystrophy (RSD) following foot surgery resulting in an above the knee amputation
- Successfully defended internal medicine/addiction medicine physician in a medical malpractice trial alleging improper treatment of patient's drug addiction resulted in death of patient
- Successfully defended a large HMO in a breach of contract trial arising out of denial of benefits
- Defended numerous large HMOs in other bad faith/breach of contract cases arising out of denial of benefits

Honors, Appointments and Awards

- AV® Preeminent™ Peer Review Rated*
- Listed, *The Best Lawyers in America* (2011-2016) in the categories of Health Care Law, Legal Malpractice Law - Defendants, Medical Malpractice Law - Defendants, Personal Injury Litigation - Defendants
- Listed, *Southwest Super Lawyers* (2007, 2012 - 2015) in the categories of Personal Injury – Medical Malpractice: Defense, Personal Injury – General: Defense

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Professional, Civic and Community Involvement

- American Bar Association
 - Member, Health Law Section
- Arizona Association of Defense Counsel

Admitted to Practice

- Arizona
- Colorado (Inactive)
- U.S. District Court, District of Arizona



Education

- J.D., Pepperdine University School of Law (1990)
- B.S., University of Denver, Accounting (1987)



Jay A. Fradkin

Member, Phoenix Office

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Mr. Fradkin is Chair of the firm's Healthcare Litigation Department. He is a litigator with extensive trial experience in the areas of medical and professional malpractice defense, products liability, personal injury defense, and insurance defense. He focuses his practice on the defense of physicians, hospitals and other medical professionals in medical malpractice cases. His clients include medical malpractice insurance carriers, including the largest medical liability insurer in Arizona, as well as several self-insured hospitals and medical centers across the Phoenix Metropolitan area. Mr. Fradkin also represents physicians and other professionals before various licensing boards in disciplinary matters.

Mr. Fradkin has more than 30 years of experience conducting significant personal injury and wrongful death trials for both plaintiffs and defendants. He is a Certified Specialist in Injury and Wrongful Death Litigation by the State Bar of Arizona's Board of Legal Specialization.

Areas of Focus

- Medical and Professional Malpractice Defense
- Personal Injury
- Products Liability
- Insurance Defense

Representative Engagements

- Mr. Fradkin has more than 30 years of experience in conducting professional liability and personal injury trials. He has focused his practice on the defense of physicians, hospitals and other medical professionals in medical malpractice cases on behalf of the largest medical liability insurer in Arizona, other carriers, and several Valley hospitals and medical centers
- Mr. Fradkin has taken more than 60 jury trials to verdict, approximately 50 of them being medical or other professional liability cases, as well as significant personal injury or wrongful death matters

- Mr. Fradkin also represents physicians and other professionals before various licensing boards in disciplinary matters

Articles, Publications and Presentations

- Author, “Minimizing the Risk of Medical Malpractice,” AZ Big Media (2015)

Honors and Recognition

- Listed, Lawyer of the Year, *Best Lawyers* (2016) in the category of Medical Malpractice Law - Defendants
- AV® Preeminent™ Peer Review Rated*
- Listed, *The Best Lawyers in America* (2008-2016) in the categories of Health Care Law, Medical Malpractice Law - Defendants, Personal Injury Litigation - Defendants
- Listed, *Southwest Super Lawyers* (2007-2015) in the category of Personal Injury – Medical Malpractice: Defense
- Best of the Bar, *The Business Journal* (2004)

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Professional, Civic and Community Involvement

- American Board of Trial Advocates
- Arizona Association of Defense Counsel
- Defense Research Institute
- State Bar of Arizona
- American Bar Association
 - Member, Litigation Section

Admitted to Practice

- Arizona
- U.S. District Court, District of Arizona
- U.S. Court of Appeals, Ninth Circuit

Education

- J.D., University of North Carolina at Chapel Hill School of Law, with Honors (1981)
 - Board of Editors, North Carolina Law Review
- B.S., University of Rochester, Economics, *magna cum laude* (1978)

**Eric D. Gere**

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Mr. Gere is Chair of the firm's Commercial Litigation Department. He is an attorney whose practice focuses on general, commercial, and real estate litigation. He has represented a variety of individuals and corporations in matters involving complex real estate transactions, landlord/tenant, breach of contract, construction law and torts.

Areas of Focus

- Litigation
- Real Estate Litigation
- Landlord/Tenant
- Breach of Contract
- Construction Law
- Torts, Defense/Personal Injury
- Tax Litigation, Real Property Tax Litigation, Transaction Tax Litigation, Transaction Privilege Tax
- Commercial Litigation

Representative EngagementsCommercial Litigation/Personal Injury Matters

- Represent diverse client base, including public utility, community banks, farmers, real estate holding companies, accountants, engineering firm, Mexican businesses, etc., in commercial litigation matters.
- Highlights: \$70 million judgment on behalf of community bank in fraud case against mortgage broker/title company; successful defense of breach of contract/trademark infringement case involving claim for \$1.0+ million brought against family-owned skydiving business; jury verdict for \$1.1 million in Arkansas Federal District Court in favor of Mexican shrimp farmer; summary judgment in favor of Arizona public utility that was upheld by Arizona Court of Appeals in case involving locomotive

accident; favorable settlements/summary judgment rulings in favor of public utility in multiple personal injury cases.

Construction Litigation Matters

- Represent developers, general contractors, subcontractors and material suppliers in litigation pending in State and Federal Courts and before the Arizona Registrar of Contractor, as well as provide advice regarding general business matters.
- Highlights: obtained \$2.0+ million arbitration award in favor of developer of apartment complex in Show Low, Arizona; negotiated favorable settlement for subcontractor in mechanic's lien foreclosure action involving liens valued at nearly \$1 million; successfully represented multiple homeowners in lien foreclosure actions filed by general contractors.

Sales Tax/Property Tax

- Represent taxpayers (individuals and businesses) in litigation and transactional matters involving state and local sales tax and real property tax.
- Highlights: represented regional bank in real property tax appeal resulting in trial victory and refund of nearly \$500,000; obtained summary judgment in favor of nursing home against City of Peoria in sales tax dispute where City attempted to assess tax of nearly \$300,000 based on erroneous interpretation of City's tax code; represented multiple farmers in appeals challenging Maricopa County Assessor's classification of agricultural property and obtained refunds/decreases in tax assessment between \$100,000 and \$500,000.

Real Estate

- Represent banks, developers, and home owners in connection with matters related to the purchase and selling of real property/residences and disputes arising out of codes, covenants and restrictions.
- Highlights: obtained summary judgment in matter involving claim for specific performance in connection with purchase of office building worth \$2.0+ million; drafted, reviewed and revised terms of complex purchase contract for sell/purchase of vacant land.

Honors, Appointments and Awards

- Listed, Rising Stars, Southwest Super Lawyers (2012-2015) in the category of Business Litigation

Professional, Civic and Community Involvement

- Maricopa County Bar Association
- Member, Suns Charities 88 (2013 - present)

Admitted to Practice

- U.S. District Court, Eastern District of Michigan
- U.S. District Court, Eastern District of Arkansas
- U.S. District Court, District of Arizona
- U.S. Court of Appeals, Ninth Circuit

Education

- J.D., University of Washington (2004)
- B.S., University of Washington, *cum laude* (2000)



Michael K. Kelly

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Mr. Kelly is Chair of the firm's Intellectual Property Practice Group. He has over 27 years of experience in dealing with intellectual property related matters. Mr. Kelly has extensive transactional and litigation experience representing plaintiffs and defendants in patent, trademark, copyright, trade secret, contract, licensing, and technology transfer disputes, including first chair jury trial experience in federal district court. Mr. Kelly is well-versed in patent, trademark and copyright (including software) prosecution and infringement, trade secrets and unfair competition, international dispute resolution, and intellectual property insurance and legal opinions.

Mr. Kelly is also familiar with the rules and procedures governing United States patent and trademark prosecution, as well as the evolving protocols in Europe, the Middle East and Asia.

Mr. Kelly's technical expertise includes encryption, cyber security, medical imaging, software architecture, data cache and database systems, microprocessors, optics, semiconductor processing and wafer fabrication technologies, cloud computing, advanced weapons systems, medical devices, supersonic aircraft design, automotive systems, business methods, avionics, credit and financial services, mobile devices, smart phone applications, and consumer electronics.

Areas of Focus

- Patent Procurement, Enforcement, and Defense
- Freedom to Practice, Validity/Invalidity, and Patentability Opinions
- International Patent, Trademark, Copyright, and Copyright Infringement
- International Dispute Resolution
- Mergers, Acquisitions, and IP Asset Collateralization

Articles, Publications and Presentations

- Contributor, "Protection or Privacy?," AZ Business Magazine (2016)

- Panelist, “Emerging Cybersecurity Disruptive Technology Strategies,” 5th Annual ATIC-ACTRA/AZ InfraGard Program (2015)
- Co-Author, “The Evolving Cyber Security Regulatory Environment,” Hospitality Technology Magazine (2015)
- Author, “Smartflash v Apple,” Intellectual Property Magazine (2015)
- Co-presenter, “Patent Prosecution Practice Tips,” CLE in the Gardens: Cultivating Best Practices in Intellectual Property Law, State Bar of Arizona (2015)
- Contributor, “What to Do If Someone Is Infringing on Your Patent,” InsideCounsel Magazine (2015)
- Co-presenter, “Cybersecurity: Minimizing Risk and Responding to Breaches,” Jennings, Strouss & Salmon and the AZ Chamber of Commerce & Industry (2015)
- Co-presenter, “Cybersecurity: Minimizing Risk and Responding to Breaches,” Lucid Agency + Google 2015 Digital Summit (2015)
- Contributor, “Data Security Experts Reveal the Biggest Mistakes Companies Make with Data & Information Security,” Digital Guardian (2015)

Digital Media

- Interview, “Protect Your Intellectual Property Assets,” Arizona Horizon (2015)
- Interview, “Arizona Technology and Innovation: Securing Data,” Arizona Horizon (2015)

Professional, Civic and Community Involvement

- State Bar of Arizona
 - Executive Council, Intellectual Property Law Section
- Member, State Bar of Wisconsin
- Member, American Intellectual Property Law Association
- Member, Institute of Electrical and Electronics Engineers Licensing Executives Society
- Member, International Trademark Law Association
- Member, Federal Circuit Bar Association
- Teen Addiction Anonymous
 - Board of Directors

Admitted to Practice

- Arizona (1992)
- Wisconsin (Inactive)
- Wisconsin Supreme Court (1987)

- U.S. District Court, E.D. of Wisconsin (1987)
- Arizona Supreme Court (1991)
- U.S. District Court, District of Arizona (1992)
- U.S. Court of Appeals, Ninth Circuit (2002)
- United States Patent and Trademark Office (1988)

Education

- J.D., University of Illinois (1987)
- B.S., Electrical & Computer Engineering, Marquette University (1991)
- B.S., Mechanical & Industrial Engineering, University of Illinois (1983)



Lindsay G. Leavitt
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Mr. Leavitt is a litigator who practices in the areas of commercial litigation, personal injury, administrative law as well as labor and employment.

Prior to joining the firm, Mr. Leavitt represented public sector labor associations in administrative, employment and general litigation matters. He also represented plaintiffs in personal injury and wrongful death litigation.

In addition to his private practice, Mr. Leavitt serves as a board member of the Phoenix Chapter of the J. Reuben Clark Law Society.

Areas of Focus

- Labor and Employment Litigation
- Administrative Law
- Commercial Litigation
- Personal Injury Litigation

Representative Engagements

- Successfully represented numerous public-sector employees in disciplinary hearings before city, county and state personnel boards.*
- Represented employees in Title VII actions against their employers.*
- Successfully overturned a public safety officer's criminal conviction.*
- Represented parties in numerous personal injury and wrongful death lawsuits.*
- Represents small businesses, handling a variety of their legal needs.

*Indicates representations prior to joining Jennings, Strouss & Salmon

Articles, Publications and Presentations

- Contributor, "Understanding Personal Injury Claims and How to Deal with Them," Hotel Business Magazine (2015)
- Author, "Unpaid Interns May Be an Endangered Species Soon in AZ," Record Reporter (2015)
- Contributor, "Balancing on the Internship Tightrope," *In Business Magazine* (2015)
- Author, "Police Officers and Protective Orders: What to know. What to do.," *Phoenix Law Enforcer: Official Publication of the Phoenix Law Enforcement Association* (September/October 2013). *

**Indicates publications prior to joining Jennings, Strouss & Salmon*

Digital Media

- Interview, "JSS Attorney Lindsay Levitt Discusses ADA Lawsuits," AZTV (2016)
- Blog, "Disabled Man Sues Dozens of Arizona Businesses Over Handicapped Parking Spaces," Employment Law Times Blog (2016)
- Blog, "It Begins: Arizona Restaurants/Bars Must Prepare for Tidal Wave of ADA Lawsuits," Employment Law Times Blog (2015)
- Blog, "An Employee Suffering From Alcoholism Is Protected Under the Americans with Disabilities Act," Employment Law Times Blog (2015)
- Blog, "Disabled Woman Sues More Than 100 Arizona Hotels for Failing to Provide Wheelchair Access to Pools/Hot Tubs," Employment Law Times Blog (2015)
- Blog, "Medical Marijuana in the Arizona Workplace," Employment Law Times Blog (2015)
- Blog, "Are Unpaid Internships Illegal in Arizona?," JSS Law Blog (2015)
- Video, "Three Things Every Pest Control Business Owner Should Know" (2014)

Professional Involvement

- Member, State Bar of Arizona
- Board Member, J. Reuben Clark Law Society – Phoenix Chapter

State and Court Admissions

- Arizona, 2012
- U.S. District Court, District of Arizona, 2012



Education

- J.D., Arizona State University, Sandra Day O'Connor College of Law (2011)
- B.Ed., University of Alberta (2008)



Jay M. Mann

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Jay Mann is Chair of the firm's Construction and Surety Department. He focuses his practice in the areas of construction, surety and business law. Mr. Mann represents clients in other commercial litigation cases and serves as an ADR neutral in arbitrations and mediations. He was born in Eskilstuna, Sweden and raised in Chicago, Illinois.

Areas of Focus

- Construction
- Surety
- Arbitrations and Mediations
- Commercial Litigation

Articles, Publications and Presentations

Articles

- Author, "How to Get Bonding in a Tight Construction Market," *Construction Business Owner Magazine* (2015)
- Author, "The Legal Pitfalls of Guaranteeing Bonds for Another Contractor," *Construction Executive Magazine* (2014)
- Chapter Author, "Complimentary Provisions of the Indemnity Agreement," *The Surety's Indemnity Agreement: Law and Practice*, 2nd Ed., American Bar Association (2008, 2014 updates)
- Author, "Practical Advice for Contractors Seeking to Increase Their Bonding Capacity," *The Arizonan Magazine of the Arizona Construction Association* (2013)
- Chapter Author, "The Surety v. The Principal," *The Contract Bond Surety's Subrogation Rights*, American Bar Association (2013)

- Co-author, "Problems and Pitfalls Handling AIA Bond Claims," continuing education for surety claims departments (2011)
- Co-author, "How Prompt Payment Laws Affect the Surety," Surety and Fidelity Claims Institute (2011)
- Author, "Recent Developments in Arizona Law of Implied Warranties," State Bar of Arizona Construction Law Section (2010)
- Author, "Ethical Issues Raised by the Joint Representation of a Surety and a Bond Principal," continuing education for surety claims departments (2007-2010)
- Author, "Understanding Your Payment Settlement Options," National Business Institute (2007)

Presentations

- "Venue Provisions After Atlantic Marine Decision," Virtual Seminar (Webcast), National Association of Surety Bond Producers (2015)
- "Fundamental Rights of Sureties – Historic Basis for Indemnity at Common Law and Creation of the Right of Indemnity," 2014 Annual Mid-Winter Meeting, American Bar Association, Tort and Insurance Practice Section, Fidelity and Surety Law Committee
- "Discussion of Recent Case: *MES, Inc. and Travelers v. United States*," Pearlman Surety Claims Conference (2012)
- "How Prompt Payment Laws Affect the Surety," Surety and Fidelity Claims Institute (2011)
- "The Impact of Prompt Pay Violations on Bond Claims and Surety Defenses," American Bar Association, Forum on Construction Industry, (2011)
- "Mastering Construction Law: A Close Look at Ten Arizona Statutes that May Impact Your Construction Practice," State Bar of Arizona, Construction Law Section (2011)
- "New AIA Performance and Payment Bond Forms," Surety Association of Arizona (2011)
- "Fundamentals of Performance and Payment Bonds: What You Don't Know Can Hurt You," State Bar of Arizona, Real Property Section (2005)

- "The Surety's Enforcement of Its Rights to Collateral from the Principal and the Indemnitors," 2002 Annual Mid-Winter Meeting, American Bar Association Tort and Insurance Practice Section, Fidelity and Surety Law Committee
- "The Law of Suretyship," National Institute of the American Bar Association, Tort and Insurance Practice Section (1993-1996)
- State Bar of Arizona, Construction Law Section annual seminars (2005-2015)
- Surety Association of Arizona programs (2009-2015)

Digital Media

- Video, "[Practical Advice for Contractors Seeking to Increase Their Bonding Capacity - Part 1](#)" (February 21, 2014)
- Video, "[Practical Advice for Contractors Seeking to Increase Their Bonding Capacity - Part 2](#)" (February 21, 2014)
- Video, "[Legal Pitfalls of Guaranteeing Bonds for Another Contractor](#)" (April 10, 2014)

Honors and Recognition

- Listed, *The Best Lawyers in America* (2009-2016) in the categories of Construction Law, Litigation - Construction
- Listed, *Southwest Super Lawyers* (2009-2015) in the categories of Construction Litigation: Business, Surety, Alternative Dispute Resolution
- Listed, *Arizona Business Magazine* Top Lawyers List in the category of Construction Litigation (2014-2015)
- Listed, Business Arizona's Top Lawyer List (2014-2015)
- AV® Preeminent™ Peer Review Rated*

*AV® Preeminent™ and BV® Distinguished™ are certification marks of Reed Elsevier Properties Inc., used in accordance with the Martindale-Hubbell certification procedures, standards and policies.

Professional, Civic and Community Involvement

- Member, American Arbitration Association
 - *Construction and Large Complex Case Panels of Arbitrators and Mediators*
- Member, American Bar Association

- *Former Vice Chair, ABA, Tort and Insurance Practice Section, Fidelity and Surety Law Committee*
- *Forum Committee on the Construction Industry*
- Member, State Bar of Arizona
 - *Construction Law Section*
- Member, Maricopa County Bar Association
 - *Construction Law Section*
 - *Corporate Counsel Section*
- Member, International Association of Defense Counsel
- Member, National Bond Claims Association
- Member, Surety Claims Institute
- Member, Surety Association of Arizona
- Judge *Pro Tempore*, Superior Court of Maricopa County, Arizona
- Adjunct Professor, Sandra Day O'Connor College of Law, Arizona State University, lecturing on direct examination and cross examination of expert witnesses (2011-2015)
- Member, Temple Chai, Scottsdale, Arizona

State and Court Admissions

- State Bar of Arizona
- Illinois State Bar Association
- U.S. District Court, District of Arizona
- U.S. District Court, Northern District of Illinois
- U.S. Court of Appeals, Seventh and Ninth Circuits

Education

- J.D. (with honors), Loyola University of Chicago (1975)
 - *Law Review Author and Editor*
- B.A., Economics and Mathematics, University of Illinois (1972)

**Chris M. Mason**

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Mr. Mason counsels employers and management on all aspects of labor and employment law, including traditional labor matters, such as collective bargaining and union organizing; restrictive covenants; employment discrimination; sexual harassment; whistleblowing; retaliation; wrongful termination; personnel policies; reductions in force; trade secrets; restrictive covenants; duty of loyalty; drug and alcohol testing; and other state and federal laws, rules, and regulations. He is also an experienced litigator, representing clients in Arizona, federal, and appellate courts, as well as before administrative agencies, including the National Labor Relations Board, the Department of Labor, the Equal Employment Opportunity Commission, the Arizona Civil Rights Division, and the Department of Economic Security.

Areas of Focus

- Business Disputes and Litigation
- Employment Advice and Training
- Employment Litigation Defense
- FLSA / Wage & Hour / Collective Actions
- Labor and Employment
- Restrictive Covenants and Trade
- Secrets
- Traditional Labor

Representative Engagements

- After aggressive litigation, we convinced a claimant and her counsel to voluntarily dismiss her claims of alleged discriminatory termination, without any payment to her*

- Advised client of legal issues concerning transition of workforce in connection with the sale of an operation, valued in the hundreds of millions of dollars, and assisted in preparing sales contract terms concerning the workforce*
- Defended client against claim of unfair labor practice termination*
- Secured ruling from federal district court authorizing taking of depositions of the state's attorneys and ruling that the attorney-client privilege did not apply to their involvement in the investigation of the underlying claims of discrimination. This prompted a quick resolution by the state*
- Defended client against a class action claim alleging violations of the Fair Credit Reporting*
- Act in connection with criminal employment background checks, and secured a settlement for a nominal amount for the client's benefit*
- Assisted client in preparing for collective bargaining negotiations, including preparation of facility and handling of possible strike contingency planning, and assisted in the crafting of new collective bargaining provisions*
- Assisted client with handling of a delicate separation of a key executive, and prepared comprehensive severance agreement with a release and waiver of all potential claims*

**Matters handled prior to joining Jennings, Strouss & Salmon, PLC*

Honors and Recognition

- Listed, *Southwest Super Lawyers*, Rising Stars (2012)

State and Court Admissions

- Arizona (1999)
- U.S. Court of Appeals, Ninth Circuit
- U.S. District Court, District of Arizona

Education

- J.D., University of California, Los Angeles School of Law (1999)
 - Order of the Coif
- B.A., University of California, Davis (1996)

**Anne E. McClellan**

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Ms. McClellan focuses her practice on litigation, health care, medical and professional liability defense, and personal injury. Prior to joining the firm, Ms. McClellan served as a legal extern to the Arizona Attorney General's Office.

Areas of Focus

- Litigation
- Health Care
- Medical and Professional Liability Defense
- Health Insurance Subrogation and Lien Enforcement
- Legal Ethics and Professional Responsibility

Representative Engagements

- Represented physicians and healthcare providers in medical malpractice jury trials, including wrongful death, failure to diagnose, and negligent performance of surgery
- Represented healthcare professionals before state licensing boards including the Arizona State Board of Physical Therapy, Arizona State Board of Nursing and Arizona State Board of Behavioral Health Examiners
- Handled numerous arbitration hearings, including claims for premise liability, personal injury and breach of contract
- Obtained dismissals in favor of medical professionals for failure to adequately allege breach of the standard of care
- Represented the State of Arizona and insurance companies in subrogation matters, including lien claims under ERISA, Medicare and A.R.S. § 12-962
- State of Arizona, ex rel. David Raber v. Wang, 230 Ariz. 476, 286 P.3d 1085 (App. 2012) (cert. denied March 19, 2013): Represented the State of Arizona in establishing that the State is not required to reduce its recovery rights under A.R.S. § 12-962 to account for attorneys' fees or costs

- Represents attorneys and law firms in matters relating to State Bar complaints, disciplinary matters, bar admissions, and other licensing, ethics and professional responsibility issues

Articles, Publications and Presentations

- Author, “Meth Manufacturing: Arizona Increases Protection for Children”, *Arizona State Law Journal*, Vol 39 at 297 (2007)

Professional, Civic and Community Involvement

- Sandra Day O’Connor American Inn of Court
- State Bar of Arizona
 - Member, College of Trial Advocacy (2011)
- Member, Arizona Women Lawyers Association

Honors, Appointments and Awards

- Listed, Rising Stars, Southwest Super Lawyers (2012-2015) in the categories of Civil Litigation: Defense, Business Litigation

Admitted to Practice

- Arizona
- U.S. District Court, District of Arizona

Education

- J.D., Arizona State University, Sandra Day O’Connor College of Law, *cum laude* (2007)
 - Pedrick Scholar
 - Associate Articles Editor, Arizona State Law Journal
- B.A., Webster University, Political Science, *summa cum laude* (2004)
 - Daniel Webster Scholar

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Mr. Reed is an associate with the firm's Corporate, Securities and Finance group. Mr. Reed focuses on advising businesses and investors in a broad range of transactions and relationships, including mergers and acquisitions, securities offerings, real estate and general corporate matters. Prior to joining the firm, Mr. Reed was an associate at a law firm in Tucson, Arizona where he represented businesses and investors in a wide range of transactions.

Areas of Focus

- Mergers and Acquisitions
- Corporate Finance
- Start-up and Emerging Businesses
- General Corporate Services
- Real Estate

Representative Engagements

- Represented several issuers and investors in private offerings of debt, convertible debt and equity securities (including both initial and follow-on preferred rounds).
- Represented buyers and sellers in mergers, acquisitions, joint ventures and other transactions in a broad range of industries including healthcare, technology and real estate.
- Advised corporations, limited liability companies (LLCs), and partnerships in the formation process, employee equity/equity-like compensation schemes, shareholder relationships and tax-related matters.
- Advised businesses on the protection and development of intellectual property.

*Some matters handled prior to joining Jennings, Strouss & Salmon, PLC

Articles, Publications and Presentations

- Author, "Considerations with Funding a Company: Avoid These Common Mistakes Businesses Make When Raising Capital," In Business Magazine (2016)

Digital Media

- Interview, "Crowdfunding Basics," Fox 10 Arizona (2014)

Professional Affiliations

- Arizona Technology Council
 - Member, Startup + Entrepreneurship Committee (2014 to present)
- State Bar of Arizona
 - Member, Securities Regulation Section (2013 to present)
 - Member, Business Law Section (2012 to present)

State and Court Admissions

- Arizona (2012)

Education

- J.D., University of Arizona, James E. Rogers College of Law (2012)
 - Arizona Journal of International and Comparative Law, Senior Articles Editor
- B.S., Brigham Young University (2008)

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Mr. Rhodes has an extensive background in legal ethics. He regularly advises attorneys and law firms in matters relating to State Bar complaints, fee disputes, disciplinary matters, bar admission and other licensing, ethics, and professional responsibility issues. In addition, Mr. Rhodes currently serves as the firm's General Counsel, and previously held the position of Managing Attorney from December 2009 to May 2015.

In 2011, the Arizona Supreme Court appointed Mr. Rhodes to serve on its Attorney Regulation Advisory Committee. This Committee makes recommendations regarding attorney examination, admissions, reinstatement, disability and the lawyer discipline process.

In 2009, the Arizona Supreme Court appointed Mr. Rhodes to serve as a Member of its Attorney Discipline Task Force, which reviewed the rules of the attorney regulation system and recommended substantial changes to the Arizona Supreme Court that were implemented in 2011.

Mr. Rhodes was named Phoenix Administrative Lawyer of the Year 2011 and Phoenix Ethics and Professional Responsibility Law Lawyer of the Year 2013 by The Best Lawyers in America®. The State Bar of Arizona selected Mr. Rhodes for the 2010 Member of the Year Award. Mr. Rhodes is AV® Preeminent™ Peer Review Rated* by Martindale Hubbell and has been listed in *The Best Lawyers in America* in the categories of Administrative/Regulatory Law, Arbitration, Ethics and Professional Responsibility Law, Legal Malpractice Law – Defendants, Litigation – Municipal, Mediation, and Municipal Law from 2009 through 2016. He was also named a *Southwest Super Lawyer®* in 2007 in the categories of Administrative Law, Law and Politics and in 2011 - 2015 in the categories of Professional Liability: Defense, State, Local & Municipal, and Utilities Law.

Under Mr. Rhodes' leadership, Jennings Strouss & Salmon ranked #1 in the US in Ethics and Professional Responsibility Law by The Best Lawyers in America® 2010, and #1 in Arizona in 2011.

Mr. Rhodes also practices in the areas of energy and utilities law, local government law, and professional corporate governance and structure.

Prior to joining the firm, Mr. Rhodes served as Law Clerk to the Honorable Robert Corcoran and the Honorable Charles E. Jones, Arizona Supreme Court, in 1995-1996. Before embarking on his legal career, Mr. Rhodes operated his own business in Paris, France for nine years.

Areas of Focus

- Lawyer Professional Responsibility
- State Bar Complaints
- Ethics
- Legal Malpractice Defense
- Bar Admission and Licensing Issues
- Energy and Utility Law
- Local Government Law

Representative Engagements

Lawyer Professional Responsibility

- Regularly represents public and private lawyers in defense of Bar complaints and fee arbitrations
- Regularly provides ethics counsel to lawyers and law firms

Energy and Utilities Law

- Outside Counsel of a municipal electric utility
- Conducted legal due diligence in view of participation in a construction of an electric generation power plant, including review and negotiation of contracts, bond issues, and engineering, environmental, financing, and labor reports and projections

Local Government

- Extensive experience in local and county governance, and formation and management structures of special taxing districts

Published Opinions

- In the Matter of RICHARD B. JOHNSON (2013), Arizona Supreme Court, No. SB-12-0040-R. <http://caselaw.findlaw.com/az-supreme-court/1628425.html>
- Featured, “Lawyers Don't Have to ‘Peel Back’ Layers of ‘Psychoanalysis’ to Prove Rehabilitation,” 29 Law. Man. Prof. Conduct 243, *ABA/BNA Lawyers' Manual on Professional Conduct*[™], a publication highly regarded as an authoritative source for news and guidance on attorney conduct and legal ethics. The manual is published by the American Bar Association and the Bloomberg BNA.
- Featured, “Delving into Psyche Unnecessary for Reinstatement,” *National Law Journal*, (April 30, 2013)
- In the Matter of JANET WHITE-STEINER (2009), Arizona Supreme Court, No. SB-08-0119-D. <http://www.ecases.us/case/ariz/867325/in-re-white-steiner>
- In the Matter of NANCY E. DEAN (2005), Arizona Supreme Court, No. SB-05-0135-D. <http://caselaw.findlaw.com/az-supreme-court/1093259.html>
- In the Matter of WALTER E. MOAK (2003), Arizona Supreme Court, No. SB-03-0007-D. <http://caselaw.findlaw.com/az-supreme-court/1323748.html>
- In the Matter of WILLIAM J. WALKER (2000), Arizona Supreme Court, No. SB-00-0096-D. <http://caselaw.findlaw.com/az-supreme-court/1435209.html>

Articles, Publications and Presentations

Articles

- Contributing Author, *Arizona Legal Ethics Handbook*, Third Edition, State Bar of Arizona, Committee on the Rules of Professional Conduct (2015)
- Author, “Conflicting State and Federal Marijuana Laws Create Ethical Complications for Lawyers.” *ABA Member E-newsletter* (2014)
- Author, "Change on the Horizon," *Attorney at Law Magazine* (2010)
- Author, “Exploring the Unthinkable in Lawyer Discipline: Disbarment, Suspension and Reinstatement,” *Advocate: Arizona Trial Lawyers Association* (2008)

Presentations

- Presenter, “Managing The Conflict of Interest Maze for Public Lawyers,” Arizona Prosecuting Attorneys’ Advisory Council (2015)

- Panelist, “Hypos and Hippos: Survival on the Ethical Savannah,” U.S. District of Arizona Conference (2015)
- Presenter, “Ethical Considerations for Tribal Prosecutors,” Tribal Prosecutors’ Association (2015)
- Presenter, “New Year, New Trends: 2014 in Arizona Lawyer Discipline and Ideas for 2015,” Asimou & Associates, PLC (2015)
- Presenter, “What Hat Are You Wearing Today?,” Association of Professional Responsibility Lawyers (2015)
- Panelist, “The Wild World of Cannabis: A Quick Trip Through the Civil Law Issues of Medical and Legal Marijuana,” American Bar Association (2015)
- Presenter, “State Bar of Arizona Course on Professionalism,” ASU Sandra Day O’Connor College of Law (2015)
- Presenter, “How to Work Effectively and Ethically with Investigators,” Maricopa County Bar Association (2014)
- Presenter, “New Lawyer Boot Camp Day 1,” State Bar of Arizona, Continuing Legal Education (2014)
- Presenter, “Ethics Update,” Asimou & Associates, PLC (2014)
- Presenter, “I’ll take Ethics Potpourri for \$1000, Please,” Tiffany & Bosco, Continuing Legal Education (2014)
- Presenter, “Challenges and Tools in Estate Planning: Ethics and Liability Concerns in Estate Planning, Elder Law and Probate,” State Bar of Arizona, Continuing Legal Education (2014)
- Presenter, “Lawyer Ethics and the Business of Marijuana,” American Bar Association (2014)
- Presenter, “What All Estate Planning Professionals Should Know About Legal Ethics,” Central Arizona Estate Planning Council (2014)
- Presenter, “10 Ethical Concepts for Arizona Lawyers to Know in 2014,” Asimou & Associates, PLC (2014)

- Presenter, “Ethical Morning at the Movies,” State Bar of Arizona, Continuing Legal Education (2012, 2014)
- Panelist, “Fee Simple,” State Bar of Arizona, Continuing Legal Education (2013)
- Panelist, “Let’s Talk Fees,” State Bar of Arizona, Continuing Legal Education (2013)
- Presenter, “Sixteenth Annual Public Practice Legal Seminar,” ACIP & Arizona Counties Civil Deputies Association (2013)
- Presenter, “2013 Ethics CLE,” Gurstel Chargo, PA (2013)
- Presenter, “Candor, Courtesy & Confidences: Common Courtroom Conundrums,” State Bar of Arizona, Continuing Legal Education (2013)
- Presenter, Ethical “Tune-Up” Seminar, City of Phoenix Law Department (2012)
- Presenter, Ethical “Tune-Up” Seminar, City of Glendale City Attorney’s Office (2012)
- Presenter, “Fifteenth Annual Public Practice Legal Seminar,” ACIP & Arizona Counties Civil Deputies Association (2012)
- Presenter, “Ethics and Public Lawyer,” State Bar of Arizona (2012)
- Presenter, “The Ethics of Ancillary Businesses,” Warner Angle Hallam Jackson & Formanek, PLC (2012)
- Presenter, “The Lawyer Discipline System: How is it Working?,” State Bar of Arizona (2012)
- Presenter, “Dial ‘E’ for Ethics,” State Bar of Arizona (2012)
- Presenter, “Conflict of Interest Restriction After Carrigan: Legislative Voting and First Amendment,” American Bar Association, Section of State and Local Government Law (2011)
- Presenter, “Avoiding Ethical Pitfalls: Navigating the Ethics Rules,” State Bar of Arizona, Continuing Legal Education (2005-2009; 2011, 2013, 2015)
- Presenter, “Moving On: Closing, Selling or Otherwise Leaving Your Practice,” State Bar of Arizona (2010)
- Presenter, “Ethics Seminar,” West Maricopa Bar Association (2010)

- Presenter, “Changes to Arizona’s Attorney Discipline System,” Arizona Attorney General’s Office (2010)
- Presenter, "A Lawyer's Day in Court: The Mechanics of Arizona's Attorney Regulation System," State Bar of Arizona's CLE By the Sea Conference (2010)
- Presenter, "Game Show Ethics!," U.S. Attorney's Office - District of Arizona, AUSA Symposium (2010)
- Panelist, "Minding the Store: Internal Ethics and Liability Management for Law Firms of All Shapes and Sizes," State Bar of Arizona (2010)
- Presenter “Arizona State Bar Ethics Training,” Yavapai County Public Defender’s Office, Continuing Legal Education (2009, 2010)
- Presenter, "Are We All In the Same Sandbox? The Various Facets of a Multi-Jurisdictional Practice," State Bar of Arizona, Continuing Legal Education (2009)
- Panelist, “Real World Negotiation Ethics,” State Bar of Arizona’s Alternative Dispute Resolution Section (2009)
- Presenter, “2009 Course on Professionalism,” State Bar of Arizona (2009)
- Panelist, “Minding the Store: Internal Ethics and Liability Management,” State Bar of Arizona’s CLE By the Sea (2009)
- Presenter, “Ethical Estate Planning and Administration: The Devil’s in the Details,” Maricopa County Bar Association (2009)
- Presenter, “Lawyer Discipline – And 20 Tips on How to Avoid It,” Lorman Seminars, Legal Ethics in Arizona (2009)
- Panelist, “Balance in Life and Law Practice,” State Bar of Arizona, Minority Bar Convention (2009)
- Presenter, “Changes to Ethics Rules and Trust Account Audits: Lawyers Who Represent Lawyers Explain What You Need to Know,” Maricopa County Bar Association, Continuing Legal Education (2009)
- Presenter, “Ethics Café,” State Bar of Arizona, Continuing Legal Education (2008)
- Presenter, "The Ethics of Dealing with Difficult People," City of Glendale, City Attorney's Office (2008)

- Presenter, “Double Trouble: Concurrent Disciplinary Actions and Legal Malpractice Suits,” ABA (2007)
- Presenter, “The Ethical Challenges and Opportunities of Public Representation,” Glendale City Attorney’s Office (2007)
- Presenter, “Annual Ethics Game Show!,” State Bar of Arizona (2006)
- Presenter, “Twenty Ways to Avoid Discipline!,” State Bar of Arizona, Continuing Legal Education (2006)
- Moderator, “Confessions for the Pocketbook as Well as the Soul?,” American Bar Association Center for Professional Responsibility National Conference (2005)
- Presenter, “Due Process and Ethical Considerations in Probate Litigation and Estate Planning,” Maricopa County Bar Association Estate Planning, Probate and Trust Section (2005)
- Presenter, “What to Do When the Bar Comes Knocking at Your Door: What You Should Know About the Discipline Process,” Arizona Attorney General’s Office (2005)
- Presenter, “How to Open and Keep Open a Profitable Law Firm,” State Bar of Arizona, Continuing Legal Education (2004)
- Guest Lecturer, “Professional Responsibility,” ASU Sandra Day O’Connor College of Law, Professional Responsibility Course (2004)
- Presenter, “Ethics and Professionalism Seminar,” Salt River Project (2003)
- Presenter, “2003 Amendments to Arizona Rules of Professional Conduct,” Blue Cross & Blue Shield of Arizona (2003)
- Presenter, “Lawyer Discipline System: Introduction,” State Bar of Arizona (2002, 2003)
- Presenter, “Fifth Annual Public Practice Legal Seminar,” ACIP & Arizona Counties Civil Deputies Association (2002)
- Presenter, “Fourth Annual Public Practice Legal Seminar,” ACIP & Arizona Counties Civil Deputies Association (2001)

Digital Media

- Interview, “[J. Scott Rhodes Discusses Arizona Town Hall's Report on Vulnerable Populations in Arizona](#)” Arizona Horizon (May 7, 2014)

- Video, “Considerations For Lawyers Starting Careers as Sole Practitioners” (September 24, 2013)
- Video, “Why Sole Practitioners and Small Firms Should Seek Out Ethics Counsel” (September 24, 2013)
- Video, “Client Selection: Considerations For Identifying a Worthy Client from an Unworthy Client” (September 24, 2013)
- Blog, “Arizona Supreme Court Rules that Lawyer Seeking Reinstatement Need Not Identify ‘Root Cause’ of Weakness that Led to Suspension” (April 29, 2013)
- Podcast, “What an Arizona Attorney Should Do When They Receive a Bar Complaint” (July 2, 2012)
- Podcast, “What a Law Firm Should Do When an Attorney Has a Substance Abuse Problem” (July 6, 2012)
- Podcast, “What Attorneys Should Know About Having a Virtual Law Office in Arizona” (July 6, 2012)

Honors, Appointments and Awards

- Listed, *The Best Lawyers in America* (2009-2016) in the categories of Administrative/Regulatory Law, Arbitration, Ethics and Professional Responsibility Law, Legal Malpractice Law – Defendants, Litigation – Municipal, Mediation, Municipal Law
- Listed, *Southwest Super Lawyers* (2007, 2011-2015) in the categories of Professional Liability: Defense, State, Local & Municipal, Utilities
- Phoenix Administrative/Regulatory Law Lawyer of the Year 2011 and Phoenix Ethics and Professional Responsibility Law Lawyer of the Year 2013, *The Best Lawyers in America*
- Co-recipient, Member of the Year Award, State Bar of Arizona (2010)
- AV® Preeminent™ Peer Review Rated*
- Chevalier de l’Ordre du Mérite National (Knight of the Order of National Merit, Republic of France)

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Professional, Civic and Community Involvement

- Arizona Supreme Court
 - Member, Attorney Regulation Advisory Committee (2011 - present)
 - Member, Attorney Discipline Task Force (2009 - 2010)
- State Bar of Arizona
 - Ethics Committee (2002 - present)
 - Chairman (2009 - 2011)
- Mesa Judicial Advisory Board
 - Member (2007 - 2010)
 - Chairman (2009 - 2010)
- Arizona Equal Justice Foundation, Board Member (2010 - present)
- Arizona State University Alumni Association, Board of Directors (2010 - 2012)
- Arizona Town Hall
 - Chair (2013 - 2015)
 - Chair-Elect (2012 - 2013)
- Law Firm Alliance
 - Member, Board of Directors (Nov. 2014 - present)
- Mesa 2025: Financing the Future
 - Citizen Committee Member (2005 - 2006)
- Mesa Leadership Training & Development, Class of 2002
- Acting Honorary Consul for France (2001 - 2003)
- Member, Association of Professional Responsibility Lawyers
- American Bar Association
 - Member, Antitrust Law
 - Member, Center for Professional Responsibility

Admitted to Practice

- Arizona, 1995
- U.S. District Court, District of Arizona, 2000
- U.S. Court of Appeals, Ninth Circuit

Education

- J.D., Arizona State University College of Law, cum laude (1995)
 - Executive Managing Editor, *Arizona State Law Journal*
 - Sandra Day O'Connor Award



- Alan A. Matheson Award
- B.A., Yale University, English, cum laude, with Distinction (1980)

Foreign Languages

- French (Fluent)



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Ms. Thaly focuses her practice in the areas of corporate and securities law. She works with both public and private companies on a broad range of issues including securities offerings, mergers and acquisitions and corporate governance matters.

Prior to joining the firm, Ms. Thaly was an associate at a large, multidisciplinary firm in Phoenix, Arizona.

Areas of Focus

- Mergers and Acquisitions
- Securities & Finance
- Corporate Governance

Digital Media

- Author, "Are Electronic Signatures Legal?," Business Law Times Blog (2015)

Professional, Civic and Community Involvement

- Member, State Bar of Arizona (2008-present)
- Member, State Bar of Texas (2006) (*Inactive*)
- Member, Arizona Women Lawyers Association (2014-present)
- Member, Arizona Asian American Bar Association (2014-present)
- Member, South Asian American Bar Association (2014-present)

State and Court Admissions

- Arizona (2008)
- Texas (2006)
- Supreme Court of England & Wales (2001)
- Supreme Court of NSW, Australia (1998)

Education

- J.D., Northwestern University School of Law (2006)
 - Dean's List
- LL.M., University of New South Wales, Australia (2003)
- J.D., University of Technology Sydney, Australia (1997)
 - Honors
- Bachelor of Science, University of Technology Sydney, Australia (1997)
 - Honors



Cheryl L. Miller
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Cheryl Miller has over 25 years of legal experience and provides litigation support for complex civil matters. She is responsible for all aspects of case management, including investigation and evaluation of claims, preparation of pleadings, motions and discovery, review and analysis of documents in database and web-hosted platforms, as well as consulting with and providing support for experts. Ms. Miller also has extensive experience in trial preparation and assisting attorneys during trial.

Areas of Focus

- Surety and Fidelity
- Construction Law
- Commercial Litigation
- Real Estate

Education

- B.F.A., Arizona State University (1996)



Russell D. Smoldon, CEO

B3 Strategies Chief Executive Officer, Russell D. Smoldon, has over 30 years of public policy experience focused on energy, water, taxation, environmental, health care, technology and economic development issues. The relationships he has with government officials, legislators and the business community in Arizona, across the country and at the federal level in Washington, D.C. are extensive.

A former legislative assistant to Congressman Thomas S. Foley, Mr. Smoldon has been involved with nearly every public policy issue affecting Arizona over the past 25 years in his role as Manager of Government Relations with Salt River Project (SRP) in Phoenix, Arizona. Prior to joining SRP, he served as the government relations representative for Idaho and Montana with Spokane, Washington-based Avista Corporation.

As a respected leader in the Phoenix business community, Mr. Smoldon serves on the board of the Arizona Tax Research Association (ATRA), the American Legislative Exchange Council, and as the Chairman of the Greater Phoenix Urban League. Mr. Smoldon also serves as a member of the Arizona Highway Users' Association and has assisted numerous non-profit organizations, including the Arizona Trails Association. Mr. Smoldon previously served on the board of the National Conference of State Legislators' Advisory Council on Energy and National Tax Partnership and as a member the Arizona Supreme Court's Child Support Guidelines and Domestic Relations Committees. In 2014, Mr. Smoldon was honored by the Greater Phoenix Urban League with the Whitney M. Young Jr. Award, Individual Honoree, which recognizes an individual who exhibits genuine concern for the community in promoting and celebrating diversity, racial harmony, and social and economic equality.

Mr. Smoldon received a B.A. in Political Science and History from Gonzaga University. While attending Gonzaga University School of Law, he left to accept the position with Avista, becoming the youngest utility lobbyist in the country at the time. Smoldon also completed a number of post-graduate courses in Theory and Political Science at Eastern Washington University before being recruited by SRP and moving to Arizona.

Mr. Smoldon has a personal passion for public policy, economics and American history. He is a prolific reader and golfer. Mr. Smoldon is married to Michelle January and his son, Nick is also a graduate from Gonzaga University.



B3 Strategies is an affiliate of Jennings, Strouss & Salmon law firm. Together, they assist clients with the development and implementation of public policy strategy and a wide-range of business legal solutions.



Erin Mahrt, Government Relations Associate

Erin Mahrt joined B3 Strategies in August 2014. As a Government Relations Associate, Erin manages client relationships, monitors and researches legislation, and assists the Chief Executive Officer with overseeing public policy efforts.

Erin earned her Bachelor of Arts in Psychology from Arizona State University in 2011, and her juris doctor from the Sandra Day O'Connor College of Law in 2014. While in law school, Erin was involved in a number of organizations, including serving as a member of the Student Bar Association and as an associate editor on the Law Journal for Social Justice.

She is passionate about public health and the law-making process and hopes to further those interests while working for B3.

When not working, Erin likes to pursue her love for cooking and traveling worldwide.



Emily Rice, Government Relations Assistant

Emily Rice joined B3 Strategies in September 2014. As the Government Relations Assistant, Emily manages invoicing, scheduling, communications, and assists the Chief Executive Officer and Government Relations Associate with researching, monitoring and tracking legislation.

Emily earned her Bachelor of Arts in English and History from Gonzaga University in 2013. While in school, Emily was the editor of the student scholarly journal, Charter, and helped lead the student improvisational theater group. Prior to joining B3 Strategies, Emily worked at GameTruck Licensing, LLC as the Communications Manager, where she handled social media, communications, and the potential franchisee discovery process.

In her spare time, Emily volunteers as the Director of Operations for The Manifesto Project, a statewide nonprofit organization committed to engaging, developing, and retaining Arizona's young professionals by providing high-quality leadership development opportunities.

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5. Exceptions

Jennings, Strouss & Salmon takes exception to the following items listed in the Special Terms and Conditions and Professional Services Contract.

Special Terms and Conditions:

PAGES 19 AND 20, SECTION 7. INSURANCE REQUIREMENTS

Jennings, Strouss & Salmon, P.L.C. takes exception to adding Pinal County, its officials, employees and agents as additional insured to any of our insurance policies. We also take exception to having the firm's insurance be primary insurance and that any insurance carried by the Pinal County, its officials, employees and agents be excess and not contributory insurance to that provided by the Jennings, Strouss & Salmon.

PAGE 20, SECTION 7.A.2. – AUTOMOBILE LIABILITY

Jennings, Strouss & Salmon, P.L.C. takes exception to the requirement for the firm to provide coverage for commercial/business automobile liability insurance. The firm does not own or operate commercial/business automobiles and therefore is not required to carry liability insurance.

PAGE 20, SECTION 7.A.3. – WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY

Jennings, Strouss & Salmon, P.L.C. takes exception to the required limit of \$1,000,000 per accident for each item listed under Employers' Liability. The firm maintains Employers' Liability Insurance with a limit of \$500,000 per accident for each item listed under Employers' Liability section.

PAGE 25, SECTION 6.2. INDEMNIFICATION.

Jennings, Strouss & Salmon, P.L.C. takes exception to the indemnification provision as currently drafted and requests that the language thereof be modified as follows:

The Contractor agrees to defend, indemnify and hold the County, its elected officials, officers, agents and employees, harmless from and against any and all liabilities, demands, claims, suits, losses, damages, causes of action, fines or judgments, including costs, attorneys' and witnesses' and expert witnesses' fees, and expenses incident thereto, relating to bodily injuries to persons (including death) and for loss of, damage to, or destruction of real and/or tangible personal property (including property of the Count) and all other types of claims resulting **exclusively** from the actual or alleged negligence, misconduct, or fault of the Contractor resulting from the acts or omissions of the Contractor, its employees, agents, or subcontractors in the performance of the contract. **Provided that Contractor has and maintains required Errors and Omissions and General Liability insurance, County agrees that it will not pursue any claims (or portions of claims) under this indemnification clause that are beyond the indemnification obligations under applicable law unless they are otherwise covered by insurance maintained by Contractor.**

Professional Services Contract:

SECTION 4. INSURANCE.

Jennings, Strouss & Salmon, P.L.C. takes exception to adding Pinal County, its officials, employees and agents as additional insured to any of our insurance policies. We also take exception to having the firm's insurance be primary insurance and that any insurance carried by the Pinal County, its officials, employees and agents be excess and not contributory insurance to that provided by the Jennings, Strouss & Salmon.

SECTION 6. INDEMNIFICATION

Jennings, Strouss & Salmon, P.L.C. takes exception to the indemnification provision as currently drafted and requests that the language thereof be modified as follows:

In addition to the requirements in Section 6.2 of the Uniform Terms and Conditions, Contractor shall indemnify, defend, save and hold harmless Customer, its officials, employees and agents, from any and all claims, demands, suits, actions, proceedings, loss, costs and damages of every kind and description, including attorney's fees, litigation expenses and/or arbitration expenses, which may be brought or made against or incurred by Customer on account of loss of or damage to any property or for injuries to or death of any person, **exclusively** caused by, arising out of, or contributed to, by reason of any omission, professional error, fault, mistake or negligent act, whether active or passive, of Contractor, its employees, agents or representatives or Subcontractor, their employees, agents or representatives in connection with or incident to the performance of Contractor's employees and/or its Subcontractor's employees, or claims under similar such laws or obligations. ~~Such indemnity shall not be limited by reason of remuneration of any insurance coverage herein provided.~~

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Provided that Contractor has and maintains required Errors and Omissions and General Liability insurance, County agrees that it will not pursue any claims (or portions of claims) under this indemnification clause that are beyond the indemnification obligations under applicable law unless they are otherwise covered by insurance maintained by Contractor. Such indemnity shall be required by Contractor from its Subcontractors on behalf of the Customer. Every provision of this indemnification paragraph shall survive the termination of this Contract.

End of Response Form 1 for ROQ - 151721 Specialty Legal Services

Section 3

- Attachment A – Professional Services Contract
- Schedule A - Pricing

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PROFESSIONAL SERVICES CONTRACT

This Contract for Professional Services (the “Contract”) is made as of the latest date beneath the executions appearing at the end of the Contract, by and between:

(“Contractor”), with its principal place of business at (address)

AND

Pinal County (“County”), with its principal place of business at 31 North Pinal Street, Florence, AZ 85132.

SECTION 1. PURPOSE AND SCOPE

1. Contractor will furnish to the Customer by this Contract Professional Service(s) listed in the Statement of Work of the ROQ.
2. All pricing quoted in Schedule A: Pricing Supplement is valid for the term of the Contract.

SECTION 2. TERM

This Contract is effective from the date on which it is executed and will remain in effect for one year with four automatic one year renewal periods unless earlier terminated by mutual Contract of the parties.

SECTION 3. PRICING AND PAYMENT TERMS

All pricing and terms associated with this professional service requested are specified on Schedule A of the Supplement.

SECTION 4. INSURANCE

Without limiting any of the Contractor’s liabilities or other obligations, Contractor shall provide and maintain the insurance coverage listed in Section 7 of the Special Terms and Conditions, as well as the coverage listed below. Such coverage shall remain in full force and effect until obligations under this Contract are satisfied. At a minimum the professional liability insurance shall be kept in force at least two years after final payment to Contractor.

1. Professional Liability insurance covering errors and omissions arising out of the work or services performed by Contractor or any such person employed by him with a minimum limit of not less than One Million Dollars each claim.

All insurance shall be maintained with responsible insurance carriers qualified to do business within the State of Arizona.

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Excepting the worker’s compensation coverage, insurance certificates shall endorse Contractor as insured and Customer, its officials, employees and agents as additional insured and shall stipulate that the insurance afforded Contractor shall be primary insurance and that any insurance carried by Customer, its officials, employees or agents shall be excess and not contributory insurance to that provided by Contractor.

Certificates of insurance acceptable to Customer shall be issued to Customer prior to commencement of the Project as evidence that policies providing the required coverages, conditions and limits are in full force and effect. Such certificates shall contain provisions that coverage afforded under the policies will not be canceled, terminated or materially altered until at least thirty (30) days prior written notice is given to the Customer.

SECTION 5. SUBCONTRACTOR INSURANCE

In addition to insurance coverage required of Contractor, as set forth above, Contractor shall require insurance coverage in the same amounts from its Subcontractors on behalf of the Customer and Subcontractor shall comply with the paragraph entitled “Insurance” above, except certificates of insurance shall be issued and delivered to Customer prior to Subcontractor’s performance under this contract.

SECTION 6. INDEMNIFICATION

In addition to the requirements in Section 6.2 of the Uniform Terms and Conditions, Contractor shall indemnify, defend, save and hold harmless Customer, its officials, employees and agents, from any and all claims, demands, suits, actions, proceedings, loss, costs and damages of every kind and description, including attorney’s fees, litigation expenses and/or arbitration expenses, which may be brought or made against or incurred by Customer on account of loss of or damage to any property or for injuries to or death of any person, caused by, arising out of, or contributed to, by reason of any omission, professional error, fault, mistake or negligent act, whether active or passive, of Contractor, its employees, agents or representatives or Subcontractor, their employees, agents or representatives in connection with or incident to the performance of Contractor’s employees and/or its Subcontractor’s employees, or claims under similar such laws or obligations. Such indemnity shall not be limited by reason of remuneration of any insurance coverage herein provided. Such indemnity shall be required by Contractor from its Subcontractors on behalf of the Customer. Every provision of this indemnification paragraph shall survive the termination of this Contract.

SECTION 7. NOTICE OF CLAIM

Contractor is required to notify Customer of any claim filed against Contractor or Contractor’s insurance company arising from services performed under this Contract within thirty (30) days of such filing.

SECTION 8. CLAIMS/LIMITATION OF ACTION

No action shall be maintained by Contractor, its successors or assigns, against Customer on any claim based upon or arising out of this Contract or out of anything done in connection with

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this Contract unless such action shall be commenced within one year of the termination of this Contract.

SECTION 9. CANCELLATION OR TERMINATION OF CONTRACT

The County may cancel or terminate this Contract as set forth in Sections 3.6, 3.15, 4.5 and 9 of the Uniform Terms and Conditions.

SECTION 10. INCORPORATION OF UNIFORM GENERAL TERMS AND CONDITIONS

The Contractor agrees that the county's Uniform General Terms and Conditions for this ROQ are incorporated herein as if they were recited in full. If the Contractor takes exception to any such Terms and Conditions, such exception is fully explained on Response Form 1 and is subject to acceptance in writing by the County.

SECTION 11. DISPUTE RESOLUTION

Any disputes between the Customer and Contractor shall be resolved under the Pinal County Purchasing Code's Contract Dispute Process. In the event of litigation over the performance of this Contract, the prevailing party shall be entitled to attorney's fees and costs incurred during the course of litigation. This Contract shall be governed by the laws of the State of Arizona. In the event of a suit filed by either Contractor or the Customer under this Contract, the venue of such suit shall be the Superior Court of the State of Arizona in and for the County of Pinal, Florence, Arizona.

SECTION 12. MISCELLANEOUS

- a) **Assignability.** This contract is non-assignable in whole or in part by either party without the written consent of both parties.
- b) **Authority of Signatory.** The individuals signing this Contract and any supplements, warrant that they have been duly authorized and vested with the power to do so on behalf of their entity.
- c) **Beneficiaries.** This Contract shall inure solely to the benefit of Contractor and Customer, and shall create no rights in any other person or entity.
- d) **Comparable Treatment.** All of the prices, terms, warranties and benefits granted by Contractor herein are comparable to or better than the equivalent terms being offered by Contractor to any similar situated customer.
- e) **Exhibits, Plats, Riders and Addenda.** All plats, riders, exhibits or addenda, if any, affixed to the Contract are a part hereof.
- f) **Force Majeure.** Neither party shall be deemed in default for any delay or failure to have fulfilled its obligations under this Contract due to causes beyond its control.

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- g) **General Compliance with Laws.** Contractor is required to comply with all applicable federal and state laws and local ordinances and regulations.
- h) **Headings.** The headings for each paragraph of this Contract are for convenience and reference purposes only and in no way define, limit or describe the scope or intent of said paragraphs or of this Contract nor in any way affect this Contract.
- i) **Incorporation of Documents.** All documents referred to in this Contract are hereby incorporated by reference into the Contract.
- j) **Independent Contractor.** Contractor acknowledges that it is an independent Contractor; that it alone retains control of the manner of conducting its activities in furtherance of the Contract; that it as well as any persons or agents as it may employ are not employees of the Customer; and that neither this Contract, nor the administration thereof, shall operate to render or deem either party hereto the agent or employee of the other.
- k) **Retention of Records.** The Contractor and any Subcontractor shall keep and maintain all records related to the Contract as set forth in Section 3.2 of the Uniform Terms and Conditions.
- l) **Severability.** If any part of the Contract shall be adjudged by any court of competent jurisdiction to be invalid, such judgment will not affect or nullify the remainder of the Contract.
- m) **Survival.** Not as a waiver of any remedies either party may be entitled to under this Contract, the “Indemnification”, “Retention of Records”, and “Dispute Resolution” provisions will survive the termination of the Contract.
- n) **Time of Essence.** Under the authority of the Contract, both parties understand that time is of the essence.
- o) **Waiver.** Waiver of any of the terms of this Contract shall not be valid unless it is in writing and signed by all parties. The failure of either party to enforce the provisions of this Contract or require performance by opponent of any of the provisions shall not be construed as a waiver of such provisions or affect the right of either party to thereafter enforce the provisions of the Contract. Waiver of any breach of the Contract shall not be held to be a waiver of any other or subsequent breach of the Contract.
- p) **Governing Law.** This Contract shall be governed by and construed in accordance with the laws of the State of Arizona as further described in Section 5-1 and 5-2 of the Uniform General Terms and Conditions.

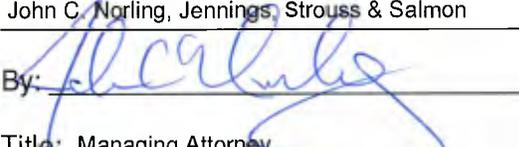
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MODIFICATIONS to this Contract shall be in writing and signed by both parties.

IN WITNESS WHEREOF, the parties have executed this Contract for Professional Services as of the _____ day of _____, 2016.

CONTRACTOR

John C. Norling, Jennings, Strouss & Salmon

By:  _____

Title: Managing Attorney

Date: April 8, 2016

PINAL COUNTY

Todd House, Chairman
Board of Supervisors

Date: _____

ATTEST:

Sheri Cluff
Clerk of the Board

Approved as to Form:

Chris Keller, Deputy County Attorney

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SCHEDULE A: PRICING SUPPLEMENT

The hourly rate of \$ *See Below will be the rate for all authorized and approved Specialty Legal Services under this contract. This rate will include all costs associated with these services. *(NOTE: Respondent may provide a table of costs based on expertise of employee i.e. Senior Partner, Partner, Senior Associate or Of Counsel, Associate, Paralegal, Administrative Support.)*

*Jennings, Strouss & Salmon, P.L.C. proposes the following rates:

- Member (Partner) - \$250 to \$350 per hour
- Associate - \$200 to 300 per hour
- Paralegal - \$150 to \$175 per hour

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