

LLOYD GOSSELINK ROCHELLE & TOWNSEND, P.C.'S
RESPONSE TO EDWARDS AQUIFER AUTHORITY'S REQUEST FOR
PROPOSAL FOR SPECIAL COUNSEL SERVICES

PROPOSAL NO: 171-19-ERA

August 6, 2019



TABLE OF CONTENTS

Proposal Summary - Attachment A1	3
Fees and Expenses Proposal Summary - Attachment A2.....	4
Additional Counsel Plan – Attachment A3.....	5
Client References - Attachments B1-B3	6
Experience and Qualifications—Organized By the Six-Factor Evaluation Criteria Listed in EAA’s RFP.....	9
I. Experience with THE Conduct Of Similar Administrative Hearings.....	9
II. Experience with THE regulation of the San Antonio Segment of the Edwards (BFZ) Aquifer.....	9
III. Experience with Groundwater Regulation Generally	10
IV. Experience with the Permitting Program and the Water Quality Program of the EAA.....	10
V. Experience with Environmental Regulation Generally	10
VI. Experience of Individual Professionals Proposed to Perform the Legal Services	10
Additional Representative Experience of Mike Gershon	11
I. Groundwater Enforcement and Permitting Matters.....	11
II. Other Contested Case Hearing Experience Before the State Office of Administrative Hearings	12
III. Administrative Appeals in State Court and Other Enforcement, Water Utility or Permit-Related Litigation.....	12
Resumes of Key Staff.....	14
Mike Gershon – Principal and Primary Contact	14
Lauren J. Kalisek – Managing Director	15
Ty H. Embrey – Principal.....	16
José de la Fuente – Principal and Litigation Practice Group Chair	17
Duncan C. Norton – Principal and Air & Waste Practice Group Chair	18
Lambeth Townsend – Principal	19
Georgia Crump – Principal and Energy & Utility Practice Group Chair	20
Sara R. Thornton – Principal.....	21
David J. Klein – Principal	22
Stefanie P. Albright – Principal.....	23
Nathan E. Vassar – Principal.....	24
J. Troupe Brewer – Associate	25
Jacqueline M. Perrin – Associate	26
Firm Overview.....	27
Practice Group Descriptions.....	28
Water	28
Litigation	29
Conflicts of Interest Affidavit.....	30
Fees and Expenses Proposal	<i>In separate envelope</i>

ATTACHMENT A1
EDWARDS AQUIFER AUTHORITY
PROPOSAL SUMMARY
FOR SPECIAL COUNSEL FOR SECTION 1.37 HEARINGS BEFORE THE BOARD
OF DIRECTORS OF THE EDWARDS AQUIFER AUTHORITY
PROPOSAL No. 171-19-ERA

Law Firm or Individual Attorney Name: **Michael A. ("Mike") Gershon, Shareholder,
Lloyd Gosselink Rochelle & Townsend, P.C.**

Submit to: Ms. Latifah Jackson
Contract & Business Development Coordinator
Edwards Aquifer Authority
900 E. Quincy Street
San Antonio, TX 78215

Attach your proposal for Special Counsel services to this document.

The following exceptions to the Specifications are noted:

None

Response to Commercial Questions and Statements

How did you found out about this Request for Proposal? **EAA's Website**

(Newspaper, Bid-Net, State of Texas CMBL, Direct Notice,
EAA Website or Other (Please Specify)).

Please mark one of the following:

☒ The firm or individual attorney agrees with the terms and conditions of the attached draft contract form as contained in Attachment C to the proposal specifications.

☐ The firm or individual attorney does not agree with the terms and conditions of the attached draft contract form as contained in Attachment C to the proposal specifications.

The firm or individual attorney would like to take exception to the following contract provisions and is proposing alternative contract language as follows:

The undersigned certifies that the information contained in this proposal has been carefully checked and is submitted as correct and that he/she is authorized to submit this proposal on behalf of the Offeror named below.

Signed: 
Name

Michael A. ("Mike") Gershon
Printed Name

Principal, Shareholder and Assistant Vice President
Title

Lloyd Gosselink Rochelle & Townsend, P.C.
Law Firm

816 Congress Avenue, Suite 1900
Address

Austin, Texas 78701

512-322-5872
Telephone No.

ATTACHMENT A2
EDWARDS AQUIFER AUTHORITY
FEES AND EXPENSES PROPOSAL SUMMARY
FOR SPECIAL COUNSEL SERVICES
RFP No. 171-19-ERA

Law Firm or Individual Attorney Name: **Michael A. ("Mike") Gershon, Shareholder,
Lloyd Gosselink Rochelle & Townsend, P.C.**

Submit to: Ms. Latifah Jackson
Contract & Business Development Coordinator
Edwards Aquifer Authority
900 E. Quincy Street
San Antonio, TX 78215

The undersigned proposes the attached as its fees and expenses proposal. It is understood that the proposal may be in the form of: (1) hourly rates broken down by the names of the attorneys or paralegals who are proposed by the Offeror Law Firm to perform the legal services; (2) a fixed fee arrangement broken down by specific scopes of work within a matter; or (3) a retainer (flat fee) arrangement for an individual complete matter. At a minimum, proposed expenses for copies, computerized research, and routine and non-routine travel should be included in the proposal.

It is expressly agreed that the EAA has the right to reject any or all proposals submitted if such action is deemed in its interest.

The undersigned certifies that the fees and expenses contained in the attached proposal have been carefully checked and are submitted as correct and that he/she is authorized to submit this proposal on behalf of the Offeror named below.

Proposals offering less than 90 calendar days for acceptance by the EAA from the filing deadline August 7, 2019 at 3:00 p.m. Central Time will be considered nonresponsive and will be rejected.

Signed: _____
Name



Michael A. ("Mike") Gershon

Printed Name

Principal, Shareholder and Assistant Vice President

Title

Lloyd Gosselink Rochelle & Townsend, P.C.

Law Firm

816 Congress Avenue, Suite 1900

Address

Austin, Texas 78701

512-322-5872

Telephone No.

ATTACHMENT A3
EDWARDS AQUIFER AUTHORITY
ADDITIONAL COUNSEL PLAN
FOR SPECIAL COUNSEL SERVICES
RFP No. 171-19-ERA

Attach your proposed additional counsel plan and any additional applicable documents.

The firm does not propose an additional counsel plan. However, the firm has worked with co-counsel in various circumstances and would be glad to visit with the EAA if desired.

The undersigned certifies that the information contained in this proposal has been carefully checked and is submitted as correct and that he/she is authorized to submit this proposal on behalf of the Offeror named below.

Signed: 

Name

Michael A. ("Mike") Gershon

Printed Name

Principal, Shareholder and Assistant Vice President

Title

Lloyd Gosselink Rochelle & Townsend, P.C.

Law Firm

816 Congress Avenue, Suite 1900

Address

Austin, Texas 78701

512-322-5872

Telephone No.

ATTACHMENT B1

CLIENT REFERENCE

For each reference, complete the following information:

Client Name: **Clearwater Underground Water Conservation District**

Client Contact Name: **Dirk Aaron**

Position: **General Manager**

Client Address: **700 Kennedy Court**

Belton, Texas 76513

Client Telephone Number(s): **254-933-0120 Work 254-534-4047 Cell**

Date Engagement Began and Ended:
November 2002 - Present

Description of Legal Services Provided:
General Counsel; Trial Counsel; Special Counsel to the Board on
Permit Hearings

Fees and Expenses:
The hourly rates and expenses for all of the firm's groundwater conservation
district clients are the same. See the firm's Fees and Expenses Proposal
enclosed, which reflects the hourly rates and fees for existing district clients.

ATTACHMENT B2

CLIENT REFERENCE

For each reference, complete the following information:

Client Name: **Middle Pecos Groundwater Conservation District**

Client Contact Name: **Jerry McGuairt**

Position: **Board President**

Client Address: **405 North Spring Drive**

Fort Stockton, Texas 79735

Client Telephone Number(s): **432-336-3659 Work 432-940-1040 Cell**

Date Engagement Began and Ended:
April 2003 - Present

Description of Legal Services Provided:
General Counsel; Trial Counsel; Special Counsel to the Board on
Permit Hearings

Fees and Expenses:
The hourly rates and expenses for all of the firm's groundwater conservation
district clients are the same. See the firm's Fees and Expenses Proposal
enclosed, which reflects the hourly rates and fees for existing district clients.

ATTACHMENT B3

CLIENT REFERENCE

For each reference, complete the following information:

Client Name: **Permian Basin Underground Water Conservation District**

Client Contact Name: **Raymond Straub, PG**

Position: **Board Vice President**

Client Address: **708 West St. Peter Street**

Stanton, Texas 79782

Client Telephone Number(s): **432-756-3489 Work 432-770-5551 Cell**

Date Engagement Began and Ended:
June 2012 - Present

Description of Legal Services Provided:
General Counsel; Trial Counsel; Special Counsel to the Board on
Permit Hearings

Fees and Expenses:
The hourly rates and expenses for all of the firm's groundwater conservation
district clients are the same. See the firm's Fees and Expenses Proposal
enclosed, which reflects the hourly rates and fees for existing district clients.

EXPERIENCE AND QUALIFICATIONS—ORGANIZED BY THE SIX-FACTOR EVALUATION CRITERIA LISTED IN EAA'S RFP

This section addresses the six (6) evaluation criteria listed in the Edwards Aquifer Authority's ("EAA's") Request for Proposals ("RFP") in Section 2.11.2 [Evaluation Criteria], in the order presented in the RFP.

As you will review below, Mr. Michael A. "Mike" Gershon and our firm, Lloyd Gosselink Rochelle & Townsend, P.C. ("Lloyd Gosselink" or "firm"), are uniquely positioned to assist the EAA as Special Counsel to the Board of Directors for administrative penalty hearings requested by a respondent under Section 1.37 of the EAA Act. Mike Gershon is proposed to be the primary contact for this solicitation. Mike and our team have substantial experience assisting other groundwater conservation districts' boards of directors and other entities on similar types of matters and proceedings as reviewed below in more detail.

I. EXPERIENCE WITH THE CONDUCT OF SIMILAR ADMINISTRATIVE HEARINGS

Mike Gershon and the Lloyd Gosselink team have relevant experience with *enforcement* hearings and other enforcement proceedings before the Barton Springs/Edwards Aquifer Conservation District, Clearwater Underground Water Conservation District ("UWCD"), Cow Creek Groundwater Conservation District ("GCD"), Guadalupe County GCD, Middle Pecos GCD, Middle Trinity GCD, Permian Basin UWCD and Northern Trinity GCD.

Please see page 11 for more detail about this representation.

Beyond groundwater conservation district hearings, Mike and our firm's team have extensive experience with *enforcement* proceedings in our representation of clients before the Texas Commission on Environmental Quality, Public Utility Commission, Railroad Commission of Texas, U.S. Environmental Protection Agency, U.S. Fish and Wildlife Service and the U.S. Corps of Engineers.

II. EXPERIENCE WITH THE REGULATION OF THE SAN ANTONIO SEGMENT OF THE EDWARDS (BFZ) AQUIFER

In the mid-to-late 1990s, Mike represented several historic permit applicants and permit holders on a variety of rulemaking and permitting matters involving EAA's regulatory program. During the 2007-2011 timeframe, Mike served on the Senate Bill 3 Edwards Authority Recovery Implementation Program ("EARIP") Attorneys Workgroup on behalf of the City of New Braunfels and New Braunfels Utilities and was pleased to have participated in the consensus-building approach and, ultimately, work to implement the EARIP stakeholders' commitment to a habitat conservation plan. Mike has also provided counsel to clients regarding the laws and regulations governing endangered species associated with the Edwards (Balcones Fault Zone) ("BFZ") Aquifer. Mike was also briefly involved in the EAA Uvalde County litigation.

Mike and other principals of the firm have experience with the Edwards Aquifer Protection Program within the Texas Commission on Environmental Quality's jurisdiction.

Beyond experience within the San Antonio Segment, Mike has extensive experience over the past two decades working in the Northern Segment of the Edward (BFZ) Aquifer in his capacity as General Counsel of the Clearwater UWCD and in the Barton Springs Segment in his representation of multiple permit holders and applicants before the Barton Springs/Edwards Aquifer Conservation District.

III. EXPERIENCE WITH GROUNDWATER REGULATION GENERALLY

Mike and the firm's team have extensive experience around the state on rulemaking; permitting; development of management plans, desired future conditions and policies; and a variety of other issues involving groundwater regulations by groundwater conservation districts. For example, Mike serves as general counsel for the Clear Fork GCD, Clearwater UWCD, Crockett County GCD, Guadalupe County GCD, Lone Wolf GCD, Middle Pecos GCD, Permian Basin UWCD, Presidio County GCD, Real Edwards Conservation and Reclamation District, Santa Rita UWCD and Wes-Tex GCD and as special counsel for the Brazos Valley GCD. Mike has served as appellate counsel for the High Plains UWCD No. 1 and previously worked with the Kinney County GCD and Lone Star GCD. Mike supports his colleagues' work for the Brush Country GCD, Middle Trinity GCD, Northern Trinity GCD, Panola County GCD, Rolling Plains GCD and Terrell County GCD.

Mike and other members of the firm have experience with the limited regulation of groundwater wells and water availability by cities and counties that is authorized by the Texas Local Government Code.

Mike has also represented permit holders and other stakeholders with business before the Barton Springs/Edwards Aquifer Conservation District, Bluebonnet GCD, Cow Creek GCD and Hudspeth County UWCD No. 1, Lost Pines GCD, Post Oak Savannah GCD, Uvalde County UWCD and Victoria County GCD.

Please see page 11 for more detail about this representation.

IV. EXPERIENCE WITH THE PERMITTING PROGRAM AND THE WATER QUALITY PROGRAM OF THE EAA

Mike represented several historic use permit applicants through the permitting process in the mid- to late 1990s. Mike has provided counsel to historic use permit holders post-permit issuance and participated in various rulemaking proceedings on behalf of one of these permit holders (Bexar Metropolitan Water District). As noted above, Mike was actively involved in the EARIP process and development of plan agreements and the habitat conservation plan.

V. EXPERIENCE WITH ENVIRONMENTAL REGULATION GENERALLY

Lloyd Gosselink was founded as a boutique environmental law firm in early 1984. Our 30-lawyer firm provides "full service" counsel on federal, state and local environmental laws. Our attorneys include former General Counsel and counsel at the Texas Commission on Environmental Quality, the Public Utility Commission of Texas, Senate Natural Resources Committee and Senate Business and Commerce Committee. Our attorneys represent hundreds of clients on nearly all aspects of environmental law and regularly practice before the Texas Commission on Environmental Quality, Public Utility Commission of Texas, Railroad Commission of Texas, U.S. Environmental Protection Agency, U.S. Fish and Wildlife Service, U.S. Corps of Engineers, the Texas Legislature, U.S. Congress and other local regulatory entities (including special districts, cities and counties).

VI. EXPERIENCE OF INDIVIDUAL PROFESSIONALS PROPOSED TO PERFORM THE LEGAL SERVICES (INCLUDING FIRM BACKGROUND AND THE RESUME OF EACH PROFESSIONAL)

Please see the following attachments for the firm's background and individuals' resumes.

ADDITIONAL REPRESENTATIVE EXPERIENCE OF MIKE GERSHON¹

I. GROUNDWATER ENFORCEMENT AND PERMITTING MATTERS

A. Representation of Permit Holders and Applicants

1. Spring Preserve Water Co. before the Bluebonnet GCD (Evangeline aquifer)
2. Texas Lehigh Cement; Centex Materials, LLC; and Schoenberg (permitting) and City of Kyle (permitting and enforcement (resolved/settled)) before the Barton Springs/Edwards Aquifer Conservation District (Edwards-Balcones Fault Zone aquifer) and enforcement before the Edwards Aquifer Authority (resolved/settled)
3. CL Machinery before the Hudspeth County UWCD No. 1 (Bone Springs-Victoria Peak aquifer)
4. Perry T. Donop, Jr. before the Cow Creek GCD (Trinity aquifer)(permitting and enforcement (dismissed))
5. Walter Umphrey before the Uvalde County UWCD (Nueces alluvium)
6. East Central WSC, Maxwell WSC, Crystal Clear WSC, Bexar Metropolitan Water District, and New Braunfels Utilities before the Edwards Aquifer Authority (Edwards-Balcones Fault Zone aquifer)
7. Aqua Water Supply Corporation before the Lost Pines GCD (Simsboro aquifer)

B. Representation of Groundwater Conservation Districts

1. Central Texas WSC and dozens of historic use and production permit applications and multiple enforcement matters before the Clearwater UWCD (Edwards-Balcones Fault Zone, Trinity, and Brazos River Alluvium aquifers)
2. Canyon Regional Water Authority, Schertz-Seguin Local Government Corporation and multiple other permitting and enforcement issues before the Guadalupe County GCD (Carrizo, Wilcox and local alluvium aquifers)
3. West Texas H2O, LLC; Montgomery; and DF Stanley permit applications and multiple enforcement issues before the Permian Basin UWCD (Ogallala and Dockum aquifers)
4. Multiple production permit applications before the Middle Trinity GCD (Trinity aquifer)
5. Dozens of historic use permit applications and multiple enforcement hearings before the Middle Pecos GCD, including one lawsuit (settled) (Edwards-Trinity, Pecos River Alluvium and Rustler aquifers)
6. Enstor (Waha Storage & Transportation); Pecos SS, LLC; STW Resources; and dozens of permit applications before the Middle Pecos GCD (Edwards-Trinity, Pecos River Alluvium, Rustler, Dockum, Capitan Reef and San Andres aquifers)
7. Shafter Silver Mine, Village Farms and multiple other permit applications and one enforcement matter before the Presidio County UWCD (Igneous, Cretaceous and West Texas Bolsons aquifers)

¹ Additional representative experience of Mr. Gershon and other professionals at the firm beyond what is provided in this proposal is available upon request.

8. Dozens of historic use and production permit applications before the Kinney County GCD (Edwards-Trinity aquifer)
9. Dozens of historic use permit applications before the Lone Star GCD (Gulf Coast aquifers)
10. Drilling permit applications and enforcement matter before the Santa Rita UWCD (Dockum and Trinity aquifers)

C. Representation of Protestants

1. Blue Water Systems before the Post Oak Savannah GCD on behalf of Aqua WSC (Carrizo aquifer)
2. End Op, L.P./Recharge Water, Forestar Real Estate Group, and Lower Colorado River Authority before the Lost Pines GCD on behalf of Aqua WSC (Carrizo aquifer)
3. Guitar Holding Co., L.P. before the Hudspeth County UWCD No. 1 on behalf of CL Machinery (Bone Springs-Victoria Peak aquifer)

II. OTHER CONTESTED CASE HEARING EXPERIENCE BEFORE THE STATE OFFICE OF ADMINISTRATIVE HEARINGS

- A. Waco Metropolitan Area Regional Sewer System (Cities of Waco, Bellmead, Lacy-Lakeview, Woodway, Hewitt, Robinson) TPDES Discharge Permit Application
- B. Aquasource's TPDES Discharge Permit Application
- C. City of Emory's CCN service area application
- D. City of Leander's CCN service area application
- E. TexCom's Class II injection permit application
- F. City of Cleburne's CCN application and protest of Johnson County WSC's CCN application
- G. Yancey WSC's CCN proceeding (STM and 13.248 petition)
- H. City of Shenandoah's CCN application
- I. Maxwell WSC's rate application
- J. Bexar Metropolitan Water District's CCN applications

III. ADMINISTRATIVE APPEALS IN STATE COURT AND OTHER ENFORCEMENT, WATER UTILITY OR PERMIT-RELATED LITIGATION

- A. South Plains Lamesa R.R. and Kitten Trust v. High Plains UWCD No. 1 (appellate co-counsel for district; not "on the pleadings")
- B. Rolling Plains GCD v. Town of Aspermont (trial and appellate counsel for district)
- C. Middle Pecos GCD v. Acosta Drilling, Inc. (trial counsel for district)
- D. Guitar Holding Co., L.P. v. Hudspeth County UWCD No. 1 (trial and appellate counsel on behalf of permit holders aligned with district; second chair)
- E. Fazzino v. Brazos Valley GCD (trial counsel in state court for district)
- F. Stratta/Fazzino v. Brazos Valley GCD (trial and appellate co-counsel in federal court for district)
- G. Perry T. Donop, Jr. v. Cow Creek GCD (trial co-counsel on behalf of permit holder)

- H. Aqua Water Supply Corporation v. Lost Pines GCD (trial counsel on behalf of permit holder Aqua WSC)
- I. Fort Stockton Holdings, L.P. v. Middle Pecos GCD (trial counsel in one federal lawsuit on behalf of district)
- J. Fort Stockton Holdings, L.P. v. Middle Pecos GCD, Pecos County, Brewster County GCD, City of Fort Stockton, Pecos County W.C.I.D. No. 1, Beard, McKenzie and Ryan Families (trial and appellate counsel in administrative appeal and takings case on behalf of district)
- K. Republic Water Co. of Texas, L.L.C. v. Middle Pecos GCD (trial counsel in mandamus proceeding in state court for district)
- L. Fort Stockton Holdings and Republic Water Co. v. Middle Pecos GCD (trial counsel in federal court for district)
- M. Cockrell Investment Partners v. Middle Pecos GCD (trial counsel in permitting lawsuit on behalf of district)
- N. City of Kyle v. Barton Springs/Edwards Aquifer Conservation District (trial and appellate counsel on behalf of applicant City of Kyle)
- O. Multiple lawsuits by ALMS developer representatives v. Victoria County Water Control and Improvement District No. 1 Directors (trial counsel)
- P. Save the Frio Foundation, Inc. v. Leo Pavlas and Real Edwards Conservation and Reclamation District (trial counsel on remand and for Texas Water Code § 36.066 application)
- Q. Friends of Canyon Lake v. Guadalupe-Blanco River Authority (on behalf of intervenor CRWA)(trial counsel)
- R. Miller v. S.S. Water Supply Corporation (trial counsel on behalf of SSWSC)
- S. Holmstrom v. Lee (trial and appellate counsel on behalf of landowner in this easement/water/utility dispute)
- T. Multiple service-area lawsuits in Iowa, North Carolina and Alabama under 7 U.S.C. § 1926(b)(second chair)

RESUMES OF KEY STAFF

MIKE GERSHON – PRINCIPAL AND PRIMARY CONTACT



Mike represents groundwater districts, cities, utilities and various business interests. He advises and represents clients concerning water resource development, management and transactions, water rights, water quality, endangered species, litigation and board governance. Mike also provides strategic counsel concerning groundwater resource management and development, and negotiates and handles related transactional work. Mike served as Chairman of the Texas State Bar Environmental and Natural Resources Law Section and Chairman of the San Antonio Bar Environmental Law Section. AV/Preeminent-Rated in Natural Resources and Water Law by Martindale-Hubbell, Mike has been named in Best Lawyers in America in Water Law.

Practice Areas: Water, Litigation

Representative Experience

- Provides strategic and general counsel to several groundwater conservation districts in support of developing rules, management plans, desired future conditions, and all aspects of regulatory programs and board governance
- Offers compliance counsel on TCEQ regulations governing utility standards and Edwards Aquifer Protection Program
- Handles litigation and appellate work in state court and SOAH, including disputes involving water rights, water reuse, service area, water quality, easement/real property, and groundwater permitting
- Represents landowners and developers on all aspects of water and wastewater issues
- Provides strategic counsel concerning groundwater resource management and development, and negotiates and drafts wholesale and retail water supply agreements and groundwater leases and transfers
- Served on the Senate Bill 3 EARIP attorneys workgroup, and represents clients on matters implicating the Endangered Species Act
- Handles all aspects of water and sewer service area (CCN) issues, including certification and decertification proceedings at TCEQ, litigation at SOAH and resolution of disputes through negotiated settlements
- Prepares and evaluates applications for drilling and production permit applications on behalf of applicants and as general counsel to several groundwater conservation districts
- Provides counsel on retail and wholesale water utility ratemaking and rate appeals
- Represents municipal and investor-owned utilities on TPDES permitting and source water protection initiatives

Professional Licenses and Education

- Admitted to State Bar of Texas
- Admitted to United States District Court, Western District
- Admitted to United States Court of Appeals, Fifth Circuit
- J.D., St. Mary's University School of Law (1997)
- B.B.A. in Honors Professional Program in Accounting, University of Texas at Austin (1990)
- Honors Accounting Program, University of Oklahoma (1986-88)

LAUREN J. KALISEK – MANAGING DIRECTOR



Lauren is the Firm's Managing Director and leads our Districts Practice Group. She has practiced for more than 20 years in Texas water utility and water quality law and she focuses on providing counsel to cities, river authorities, water districts and other local governmental organizations.

Lauren is co-author of the West Texas Practice Series Environmental Law Chapter on Water Quality and has served as a speaker on the topic of water quality and Texas' regulation of water utilities at numerous conferences.

Practice Areas: Water, Districts

Representative Experience

- Special counsel on water quality matters for river authorities, cities, and other retail public utilities throughout the State of Texas
- General counsel to regional water authorities, water control & improvement districts, and municipal utility districts throughout the State of Texas
- Development of rules and policies regarding operations, administration, service rules and related matters for water utilities
- Prosecution of TPDES applications for publicly owned treatment works with the Texas Commission on Environmental Quality (TCEQ) including contested case hearings held at the State Office of Administrative Hearings (SOAH)
- Appeal of federalized Texas Pollutant Discharge Elimination System (TPDES) permit to the United States Environmental Appeals Board on issue of whole effluent toxicity
- Creation and organization of water districts
- Negotiation and drafting of wholesale water and wastewater supply contracts, developer reimbursement agreements, shared capacity agreements for water and wastewater facilities; and reclaimed water contracts
- Negotiation of purchase and sale of regional water and wastewater systems by local governmental entities

Professional Licenses and Education

- Admitted to State Bar of Texas (1995)
- J.D., University of Texas School of Law (1995)
- B.A., University of Texas at Austin (1992)

TY H. EMBREY – PRINCIPAL



Ty has represented a broad range of clients with legal and policy needs in environmental law and governmental relations related to groundwater, water and sewer utility service, surface water, water resource planning, and other environmental matters.

Before joining Lloyd Gosselink in 2003, Ty served as General Counsel and led the staffs of several legislative offices and committees at the Texas Legislature. Ty served as General Counsel for the Texas Senate Natural Resources Committee, the Texas Water Advisory Council and the Joint Senate-House Committee on Water Resources as well as lead staff member for the Oil-Field Cleanup Fund Advisory Committee.

Practice Areas: Water, Districts, Governmental Relations, Air and Waste

Representative Experience

- Provides general counsel, regulatory compliance, and additional legal services for numerous entities, including groundwater conservation districts, water supply corporations, and investor-owned utilities
- Counsel clients, such as landowners and real estate developers, on groundwater rights and supply issues, water and sewer utility service matters
- Works with trade associations and municipalities to represent their interests before the Texas Legislature and state agencies, such as the Texas Commission on Environmental Quality, Railroad Commission of Texas, and Texas Water Development Board

Professional Licenses and Education

- Admitted to College of the State Bar of Texas
- Admitted to State Bar of Texas
- J.D., Baylor Law School (1998)
- B.A., University of Texas at Austin (1994)

JOSÉ DE LA FUENTE – PRINCIPAL AND LITIGATION PRACTICE GROUP CHAIR



Joe is an advocate who loves fighting on behalf of Texans and the entities that represent them in all corners of the State. Joe uses his knowledge of his clients and the law, along with his skills as a seasoned advocate, to help clients both avoid disputes through pre-litigation counseling and resolve disputes through negotiation, mediation, arbitration, trial, and appeals. The cases that Joe handles are often unique, involving novel questions of law, frequently with hundreds of millions of dollars at stake, with implications for people throughout the State. Joe's clients include numerous public and governmental entities, as well as businesses in the areas of health care, oil and gas, construction, commercial finance, computer software, marketing technology, and large retail industries.

Practice Areas: Litigation, Business Services, Compliance and Enforcement, Appellate

Representative Experience

- Represented numerous local government entities in Chapter 1205 bond validation suits, obtaining validation of hundreds of millions of dollars in public financing, including extensive work with the Attorney General of the State of Texas to reach appropriate final declaratory judgments
- Represented a river authority in multi-forum litigation involving a long-term water contract in both trial and appellate courts, successfully resolving the case by agreement
- Represented a public utility in several contract disputes in district court, successfully resolved by agreement
- Representing a municipality in successful contest of a Chapter 1205 bond validation lawsuit, with over \$1.5 billion at issue
- Representing claimants in Clean Water Act cases, including obtaining the largest civil penalty ever assessed up to that time for violations of the Clean Water Act
- Representing a municipality in defense of an environmental preferential purchasing resolution in Federal Court, obtaining the dismissal of the majority of plaintiff's claims, and resolution of remaining issues by favorable settlement
- Representing governmental entities and private enterprises in constitutional and civil rights litigation, including racial discrimination, Fair Housing Act and freedom of speech cases, including defense of federal court litigation at trial and appeal to the Fifth Circuit

Professional Licenses and Education

- Admitted to State Bar of Texas (1995)
- Admitted to U.S. District Courts for Western, Eastern, Northern, and Southern Districts of Texas
- J.D., University of Texas (1995) (Associate Editor, The Review of Litigation; Teaching Quizmaster)
- B.A., Plan II Honors, University of Texas (1992)

DUNCAN C. NORTON – PRINCIPAL AND AIR & WASTE PRACTICE GROUP CHAIR



Duncan is the Chair of the Firm's Air and Waste Practice Group. He has more than 30 years of experience in environmental regulatory law in Texas. He focuses his practice on representing businesses and governmental subdivisions in permitting, enforcement, and rulemaking issues before the Texas Commission on Environmental Quality ("TCEQ") and the Environmental Protection Agency.

Prior to joining Lloyd Gosselink, Duncan was the General Counsel to the TCEQ, providing legal advice and counsel to the three Commissioners appointed by the Governor on permitting, enforcement and rulemaking matters. He also managed the TCEQ's litigation.

Practice Areas: Air and Waste, Compliance and Enforcement, Water, Environmental Enforcement Defense

Representative Experience

- Successfully defending numerous clients in TCEQ environmental enforcement matters
- Successfully advocating for TCEQ rule amendments
- Oral argument and briefing before the Texas Court of Appeals and the Texas Supreme Court
- Advising clients on waste management matters
- Permitting of largest landfill expansion in Texas
- Permitting Greenfield sites for new landfills
- Negotiating Agreements with opposing parties and local governments on environmental issues
- Air Quality Permitting of rock crushers and frac sand processors
- Assisting clients with Texas Risk Reduction Program remediations
- Assisting clients with TCEQ Voluntary Clean-up Program approvals
- Assisting clients with municipal setting designations
- Securing rate increases and CCN amendments for water and wastewater utilities

Professional Licenses and Education

- Board Certified in Administrative Law by the Texas Board of Legal Specialization (1990)
- Admitted to State Bar of Texas (1985)
- J.D., Texas Tech University School of Law (1984)
- B.B.A., Texas Tech University (1981)

LAMBETH TOWNSEND – PRINCIPAL



In State and Federal court and administrative tribunals, Lambeth represents companies and political subdivisions across a wide spectrum of regulatory and commercial activities. Lambeth focuses on all aspects of utility and water law.

Prior to joining Lloyd Gosselink, Lambeth was General Counsel for the Public Utility Commission of Texas, 1987 – 89, and Assistant Attorney General for the State of Texas, 1977 – 84.

Practice Areas: Electric, Water, and Gas Utility Law, Litigation, Administrative Law, Water Law, Regulatory Enforcement, Utility Transactions and Acquisitions

Representative Experience

- Represents clients in permitting matters at the Texas Commission on Environmental Quality and Public Utility Commission and in appeals of agency actions in state courts, including District Courts, Courts of Appeal, and the Texas Supreme Court
- Represents utility and political subdivision clients in contract litigation and defends clients in agency enforcement actions
- Represents investor, cooperative, and municipally owned electric, water, and wastewater utilities in all aspects of their business and regulation
- Represents and advises clients in negotiating and contracting for the sale and purchase of electric, water, and wastewater utilities and obtaining the required regulatory approvals
- Represents clients in negotiating wholesale supply and wholesale services contracts
- Represents clients at the Railroad Commission of Texas concerning intrastate pipeline rates and retail distribution rates
- Represents clients at Public Utility Commission concerning rates, services, and certificates of convenience and necessity
- Represents utility and political subdivision clients at Public Utility Commission in rulemaking proceedings, including open access transmission, restructure of the regulation of electric utilities for retail competition, market design for the competitive wholesale power market, and in applications for certificates of convenience and necessity (“CCN”) for transmission lines

Professional Licenses and Education

- Admitted to State Bar of Texas
- Admitted to U.S. Supreme Court, U.S. Court of Appeals for the Fifth Circuit and District of Columbia, and U.S. District Court for the Western, Eastern, and Northern Districts of Texas
- Board Certified in Administrative Law, Texas Board of Legal Specialization
- J.D., St. Mary’s University
- B.A., University of Texas at Austin

GEORGIA CRUMP – PRINCIPAL AND ENERGY & UTILITY PRACTICE GROUP CHAIR



Georgia chairs the firm's Energy and Utility Practice Group, focusing her practice on utility and telecommunications issues, and municipal law. She represents both private and municipal clients and has been actively involved in municipal law and utility administrative law throughout her legal career.

Her substantial experience includes representing individual cities and coalitions of municipalities at the Railroad Commission of Texas and the Public Utility Commission, representing publicly- and privately-owned water and wastewater utilities at the Public Utility Commission, advising municipalities in multiple issues affecting the management of public rights-of-way, and assisting municipalities in gas and electric franchise negotiations and renewals.

Practice Areas: Energy and Utility, Water, Municipal Law

Representative Experience

- Advising and representing municipalities as regulatory authorities in rate matters affecting retail gas and electric utilities and in proceedings at the Railroad Commission of Texas and the Public Utility Commission of Texas.
- Assisting landowners and governmental entities in affecting the routing of electric transmission facilities by the Public Utility Commission of Texas.
- Advising and representing publicly- and privately-owned water and wastewater utilities in regulatory and ratemaking matters.
- Advising and representing electric cooperatives and municipally owned electric utilities in various contested case matters and rule-making proceedings at the Public Utility Commission of Texas, and in granting and regulating access to utility facilities by other entities, including telecommunications and wireless network providers.
- Assisting municipalities in Texas and other states in developing and implementing franchising and right-of-way management practices relating to gas, electric, cable, and telecommunications entities

Professional Licenses and Education

- Admitted to State Bar of Texas (1978)
- J.D., Baylor University, Waco, Texas (1978)
- A.B., Muhlenberg College, Allentown, Pennsylvania (1975)

SARA R. THORNTON – PRINCIPAL



Sara is a member of the Water Practice Group and the Compliance and Enforcement Practice Group. She assists clients with various water supply and water quality permitting, compliance, and enforcement issues and has particular expertise in wastewater permitting, Clean Water Act Section 404 permitting, TCEQ enforcement, and compliance with the Endangered Species Act and the National Environmental Policy Act. While earning her Master of Urban Planning degree, Sara conducted research in urban sprawl, collaborative ecosystem management, and wetland mitigation banking, and was a co-author on several articles related to this research.

Practice Areas: Water, Compliance and Enforcement

Representative Experience

- Sara represents various clients across the state, including cities, river authorities, regional water districts, and other political subdivisions of the state, as well as private industrial and commercial interests.

Professional Licenses and Education

- Admitted to the U.S. District Courts of Eastern Districts of Texas
- Admitted to State Bar of Texas (2008)
- J.D., cum laude, Texas Tech University School of Law (2008)
- Master of Urban Planning, Texas A&M University (2004)
- B.S. in Renewable Natural Resources, Texas A&M University (2002)

DAVID J. KLEIN – PRINCIPAL



David represents municipalities, water districts, water authorities, utilities and landowners with their water supply, water quality, and water and sewer utility service interests, including certificates of convenience and necessity (CCN). He also assists these entities with their impact fees, wholesale and retail utility rates, and enforcement matters.

David has over a decade of experience in representing clients before the Texas Commission on Environmental Quality and Public Utility Commission, as well as in contested case hearings at the State Office of Administrative Hearings. He also serves as general counsel for some of these clients.

Practice Areas: Water, Districts, Compliance and Enforcement, Energy and Utility

Representative Experience

- Representing clients in contested case hearings at the State Office of Administrative Hearings
- Defending clients in enforcement matters at the Texas Commission on Environmental Quality
- Serving as general counsel for water districts and water supply corporations
- Preparing and prosecuting applications at the Texas Commission on Environmental Quality for water rights, water quality permits (TPDES, and TLAP), and water district matters
- Assisting clients with drafting and negotiating development agreements, water supply contracts, wastewater capacity agreements, water transportation contracts, utility operations agreements, utility conveyance agreements, reclaimed water supply contracts, and utility construction contracts
- Drafting and negotiating real property transactions
- Acquiring and selling water and wastewater utility systems
- Representing clients in formal complaints at the Public Utility Commission
- Representing municipalities, districts, investor owned utilities, and developers in obtaining, amending, transferring, and decertifying water and sewer certificates of convenience and necessity (CCN), and dealing with 7 U.S.C.A. § 1926(b) related issues at the Public Utility Commission
- Assisting clients in wholesale and retail water and sewer rate change applications at the Public Utility Commission
- Assisting clients concerning the regulation of oil and gas activities
- Participating in TCEQ and Railroad Commission of Texas rulemaking initiatives
- Assisting clients with applications at Texas Water Development Board for funding under the State Revolving Fund (SRF) and American Recovery & Reinvestment Act (ARRA)

Professional Licenses and Education

- Admitted to State Bar of Texas (2003)
- Admitted to U.S. District Court for Northern and Western Districts of Texas (2004)
- J.D., The John Marshall Law School (1997)
- University of Chicago Graduate School of Business Graduate-Student-at-Large Program (1997)
- B.A., The University of Texas at Austin (1994)

STEFANIE P. ALBRIGHT – PRINCIPAL



Stefanie Albright is a member of the Water and Districts Practice Groups. Her client work focuses primarily on general counsel services to water utilities, including the governance, organization and operation of regional utilities, water districts, and other local government entities. She also assists clients with various permitting, compliance, and enforcement issues related to water quality matters.

Originally from Lake Jackson, Texas, Stefanie received her undergraduate degree from Southwestern University and earned her doctor of jurisprudence from the University of Houston Law Center. Prior to joining the firm, Stefanie served as a lead staff member in the Texas House of Representatives.

Practice Areas: Districts, Water

Representative Experience

- Providing general counsel services to governmental entities such as water districts, municipalities, regional water authorities, water and wastewater utilities, and water supply corporations
- Representing and consulting with governmental entities regarding Texas Open Meetings Act and Texas Public Information Act compliance, governmental immunity, ethics, conflicts of interest, statutory scopes of authority, and records retention
- Negotiating and drafting contracts, including water and wastewater supply and service agreements, developer reimbursement agreements, and agreements relating to the purchase and sale of regional water and wastewater systems
- Development of policies and regulations relating to operations, administration, governance, service rules, and other related rules relating to water utilities and other local government entities
- Representing clients in preparing and prosecuting water quality applications (TPDES) at the TCEQ
- Representing clients with MS4 permitting process and compliance

Professional Licenses and Education

- Admitted to the State Bar of Texas (2008)
- J.D., University of Houston Law Center (2008)
- B.A., Southwestern University (2002)

NATHAN E. VASSAR – PRINCIPAL



Nathan's practice is influenced by his experience in the state house and his background in both regulatory compliance and environmental litigation. He focuses on regulatory compliance, water resources development, and water quality matters, addressing permitting and enforcement, and when necessary, litigation. Nathan regularly appears before state and federal agencies, as well as courts across the state and region. Prior to joining Lloyd Gosselink, Nathan worked in commercial litigation at a boutique Dallas firm, achieving successful results for clients in a wide array of business disputes, including environmental litigation. He also draws upon his background in policy and work with administrative agencies from his time as a Legislative Director for a State Senator. During law school, Nathan interned for then-Circuit Court

Judge Neil M. Gorsuch of the United States Tenth Court of Appeals.

Practice Areas: Water, Compliance and Enforcement, Litigation

Representative Experience

- Represents clients in environmental enforcement litigation, including Clean Water Act administrative order/Consent Decree negotiations
- Addresses clients' water permitting/water supply needs
- Evaluates client compliance with federal and state environmental regulations
- Pre-trial discovery, motions practice, and hearing experience

Professional Licenses and Education

- Admitted to State Bar of Texas
- Admitted to U.S. District Courts for Western, Eastern, Northern, and Southern Districts of Texas
- J.D., with honors, University of Texas School of Law
- B.A., University of Virginia

J. TROUPE BREWER – ASSOCIATE



Troupe's practice focuses on assisting clients on a broad range of water-related issues, including permitting, water rights, water resource management and development, regulatory compliance, litigation and governmental relations.

Prior to joining the firm, Troupe served as the committee clerk for the Senate Committee on Business and Commerce during the 83rd Legislative session, and more recently worked as an attorney in the Environmental Law Division of the Texas Commission on Environmental Quality.

Practice Areas: Water, Governmental Relations, Litigation, Districts

Representative Experience

- Represents both public entities and private individuals in administrative proceedings and with regulatory compliance, in resource management and development, and in governmental relations and legislative capacities.

Professional Licenses and Education

- Admitted to U.S. District Court for the Western District of Texas
- Admitted to the State Bar of Texas (2012)
- J.D., Samford University, Cumberland School of Law (2011)
- M.S., Environmental Management, Samford University, Howard College of Arts and Sciences (2011)
- B.A., History, The University of North Carolina at Chapel Hill (2008)

JACQUELINE M. PERRIN – ASSOCIATE



Jacqueline represents a variety of local government entities, including water districts and utilities. As a member of the Water and Districts Practice Groups, she assists in the governance, organization, and operation of such entities. She also handles an assortment of permitting and regulatory compliance issues related to water quality matters.

Prior to joining Lloyd Gosselink, Jacqueline was a professional classical pianist, performing, teaching, directing, and consulting for orchestras. She got her B.M. in Piano Performance from the Butler School of Music at University of Texas at Austin and went right across the street to get her law degree a few years later at the University of Texas School of Law.

Practice Areas: Districts, Water

Representative Experience

- Represents governmental entities such as water districts, municipalities, regional water authorities, water and wastewater utilities, and water supply corporations
- Advises governmental entities with respect to governmental immunity, ethics, conflicts of interest, statutory scopes of authority, records retention, and Texas Open Meetings Act and Texas Public Information Act compliance
- Develops policies and regulations relating to operations, administration, governance, and service rules for various local government entities

Professional Licenses and Education

- Admitted to State Bar of Texas (2018)
- J.D., University of Texas School of Law (2018)
- B.M., University of Texas at Austin (2013)

FIRM OVERVIEW

As one of the first environmental law firms founded in Texas 35 years ago, Lloyd Gosselink has continually evolved to meet our clients' ever-changing and expanding demands in new areas of expertise. Our original core practices in environmental and utility law have grown to include practices in litigation, employment law and business transactions, with a long history of serving governmental clients throughout Texas. Despite our growth, Lloyd Gosselink has never strayed from our founding mission of delivering top-quality, cost-effective legal representation and working with our clients to develop innovative solutions to legal problems, while maintaining the highest professional standards.

We are committed to our clients and their success. We work to gain an in-depth understanding of our clients and their business so we can provide practical counsel while offering creative solutions to their challenges. We have the depth of knowledge and talent necessary to provide clients with the kind of responsiveness and long-term continuity that earns their trust and loyalty.

Although our firm is not *certified* as a minority/women-owned business enterprise, our firm's 11-member Board of Directors includes four minority/women shareholder/owners.

Lloyd Gosselink was founded on the principle of teamwork that draws on the talents of everyone—professionals and support staff—to exceed our clients' expectations. The result is a team-oriented culture that sets Lloyd Gosselink apart in the legal community. The Firm's growing practice continues to attract top quality lawyers with real world experience. Our lawyers are highly recognized in their fields and are widely sought-after speakers. Our Firm has been selected in 2012-2019 as one of the 100 Best Companies to Work for in Texas.



PRACTICE GROUP DESCRIPTIONS

WATER

No law firm in Texas has more experience or depth in water law than Lloyd Gosselink. Our Water Practice Group has been forged over the past 30-plus years, and now comprises the largest group of water lawyers in Texas, with a distinct reputation for handling the most complex and challenging water issues facing our great State.

Our Water Practice Group attorneys are full-time water professionals with a wide range of experience in all facets of water law. We routinely represent clients before the Texas Commission on Environmental Quality, Texas Water Development Board, Railroad Commission of Texas, Texas Department of Licensing & Regulation, the State Office of Administrative Hearings, U.S. Environmental Protection Agency, U.S. Fish & Wildlife Service, and U.S. Army Corps of Engineers, in courts and before the Texas Legislature in a variety of matters, including:

- Complex regional water supply and water quality projects, from planning and permitting to construction;
- Surface water, groundwater, wastewater, and reclaimed water permitting and enforcement;
- Strategic water management in association with oil and gas activities;
- Administrative and judicial conflict resolution of complex water supply and water quality matters;
- Disposal wells for treated domestic wastewater or saltwater;
- Clean Water Act, Safe Drinking Water Act, National Environmental Policy Act, and Endangered Species Act issues counseling;
- Water and wastewater supply contracting and service area issues;
- Legislative and regulatory consulting; and
- Conservation district creation and counseling.

For more than 30 years, individuals, corporations, political subdivisions in Texas — cities and municipally-owned utilities, river authorities, regional water districts and authorities, special law districts, including groundwater conservation districts and municipal utility districts, and water supply corporations, have successfully relied on Lloyd Gosselink's Water Practice Group professionals for expertise and assistance in addressing their water challenges.

When water management is critical to an endeavor, Lloyd Gosselink's Water Practice Group is the right fit to help clients achieve the success it expects and deserves. With a breadth and depth of experience encompassing all aspects of water law and water policy development, and a commitment to delivering cost-effective services and results, Lloyd Gosselink's Water Practice Group is uniquely situated to assist Mountain Capital Management, LLC in achieving its water-related goals.



LITIGATION

Lloyd Gosselink's Litigation Practice Group has decades of experience advocating for public sector clients in Texas. We have litigated unique and challenging cases on our clients' behalf in state and federal courts throughout the state.

We're an essential part of our clients' teams, seeking creative solutions and balancing results with value. The pre-litigation process—either allowing a client to avoid litigation altogether or positioning the client for success once the matter becomes a formal dispute—is a key part of our approach. We excel in alternative dispute resolution processes (mediation, arbitration, med-arb and other ADR mechanisms).

When the time comes, our team creatively and aggressively asserts and defends our clients' rights in court. We are dedicated advocates and seek the most efficient result for our clients, representing their interests with vigor and determination in matters ranging from ordinary contract disputes to complex cases involving novel legal issues, such as bond validation suits, long-term utility contract disputes, and numerous matters involving questions unique to the public sector, such as immunity, preemption, and constitutional questions. Additionally, a benefit of our firm's strong interdisciplinary approach is that we understand how to work towards solutions utilizing the litigation, administrative, and legislative processes, often on parallel tracks. And finally, to hold on to your hard-fought win, we regularly represent our clients before most courts of appeals in Texas, the Fifth Circuit Court of Appeals, and the Supreme Court of Texas, including expedited appeals and direct appeals.

Our Litigation Practice Group has experience in a variety of areas including:

- Public entity legal issues, such as immunity, preemption, and statutory scopes of authority
- Complex commercial, transactional and contract disputes
- Bond validation suits
- Environmental litigation
- Business torts litigation
- Employment litigation
- Real estate and land development controversies
- Construction and construction-related disputes
- Fiduciary, partnership and corporate liability claims



Our clients enjoy the unique advantage of our trial attorneys working closely with the attorneys in our other practice groups. Combining our experience in the courtroom with our attorneys' experience and knowledge in the other practice areas allows us to serve as aggressive, effective advocates and use a team approach to resolve oftentimes highly technical and publicly sensitive disagreements more discreetly and cost-effectively.

When working in this capacity, our Litigation Practice Group attorneys often:

- Counsel and advise our clients on strategies to position their cases to avoid litigation altogether, including consideration of related business and political concerns
- Build a record of facts and evidence to position our clients to win their cases should the opposition pursue litigation
- Skillfully and efficiently navigate the process of litigating disputes in state court, federal court, and administrative hearings
- Manage and win precedent-setting disputes involving novel and sensitive matters of business, law, and politics

AFFIDAVIT OF MICHAEL A. GERSHON
ADDRESSING CONFLICTS OF INTEREST

STATE OF TEXAS

§

COUNTY OF TRAVIS

§

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Before me, the undersigned authority, personally appeared Michael A. Gershon, who, being personally known to me was sworn under oath and testified as follows:

1. “My name is Michael Allan Gershon. I am over 21 years of age, of sound mind, and capable of making this affidavit. I am personally acquainted with the facts stated in this affidavit and they are true and correct to the best of my knowledge.
2. I am a shareholder, Assistant Vice President, and member of the Executive Committee of my law firm Lloyd Gosselink Rochelle & Townsend, P.C. I also serve as the Chair of our 16-lawyer Water Practice Group.
3. In my capacity as Water Practice Group Chair and member of the Executive Committee, I regularly communicate and coordinate with our firm’s Managing Director, Lauren J. Kalisek, to vet potential conflicts of interest under the regulations governing attorney ethics and conflicts in the Texas Disciplinary Rules of Professional Conduct (“TDRPC”). Ms. Kalisek has been out of state since July 12, 2019. I have vetted the scope of work in the Edwards Aquifer Authority’s (“EAA’s”) RFP No. 171-19-ERA (“RFP”) and potential conflicts with Ms. Kalisek and other shareholders and attorneys in the firm’s Water Practice Group. Ms. Kalisek is aware of the firm’s response to EAA’s RFP and is able to supplement the response with an affidavit upon her return later this week, if requested by EAA.
4. I have personally and carefully reviewed EAA’s RFP and the affidavit requirement in Section 2.13 of this RFP, which addresses Sections 4.07(e) of EAA’s bylaws. This affidavit is intended to address these requirements, which expressly require an affidavit concluding that no conflicts exist and new clients with conflicts of interest will not be accepted.
5. Our firm does not have any conflict of interest to represent EAA on the scope of work specified in the RFP. I have undertaken reasonable and customary efforts to perform a conflict check in coordination with my colleagues at the firm, including but not limited to our Managing Director, and in accordance with our firm’s policy

on conflicts review. Separate from the issue of vetting existing legal conflicts as contemplated by the TDRPC, our relationship with and long-time representation of City of Kyle and New Braunfels Utilities are important to the firm. Neither client is the subject of any EAA-related enforcement, nor is it expected that these clients would be subject to EAA enforcement. However, in the event that we are engaged by EAA to work under the scope specified by the RFP and in the unlikely event that either or both clients become subject to the type of EAA proceeding covered by the scope in this RFP, we cannot represent EAA, and agree not to represent either client in the EAA proceeding.

6. If we are engaged by EAA to work under the scope specified by the RFP, we agree not to accept representation from any new client(s) to handle a matter for which there is a conflict of interest under the scope specified by the RFP.”

FURTHER AFFIANT SAYETH NAUGHT.



Michael A. Gershon, Shareholder, Assistant
Vice President and Water Practice Group Chair
Lloyd Gosselink Rochelle & Townsend, P.C.

SWORN TO AND SUBSCRIBED before me on this 6th day of August, 2019.



Notary Public, State of Texas

FEES AND EXPENSES PROPOSAL

In separate envelope.