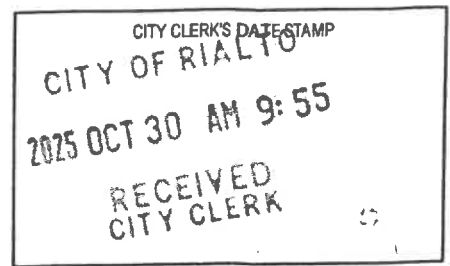




**CITY OF RIALTO
LIABILITY
CLAIM FOR DAMAGES
TO PERSON OR PROPERTY**



1. Claims for death, injury to person, or to personal property must be filed not later than six (6) months after the occurrence (Gov. Code §911.2).
2. Claims for damages to real property must be filed not later than one (1) year after the occurrence (Gov. Code §911.2).
3. READ ENTIRE CLAIM FOR BEFORE FILING
4. ATTACH SEPARATE SHEETS, IF NECESSARY, TO GIVE FULL DETAILS

RETURN TO:
Rialto City Clerk's Office
Mail: 150 S. Palm Ave., Rialto, CA 92376
Address: 290 W. Rialto Ave., Rialto, CA 92376

CLAIMANT INFORMATION:

Rialto Water Services LLC
FULL NAME

DATE OF BIRTH

Po Box 920
HOME ADDRESS INCLUDING CITY, STATE & ZIP

()
HOME TELEPHONE NO.

Bolinas, CA 94924
BUSINESS ADDRESS INCLUDING CITY, STATE & ZIP

BUSINESS TELEPHONE NO.

ADDRESS AT WHICH CLAIMANT DESIRES TO RECEIVE
NOTICES OR COMMUNICATIONS REGARDING THIS CLAIM
(if different from home address provided above):

1. WHEN DID DAMAGE OR INJURY OCCUR? DATE: March - December 2024 TIME: ☐ AM ☐ PM

2. PLACE OF ACCIDENT (OCCURRENCE) BE SPECIFIC - Describe fully and (if applicable) locate on diagram on reverse side of this sheet.
Where appropriate, give street names and addresses, measurements and landmarks.

3. HOW DID DAMAGE OR INJURY OCCUR?

4. WERE POLICE AT THE SCENE? ☐ YES ☐ NO WERE PARAMEDICS AT THE SCENE? ☐ YES ☐ NO

5. WHAT PARTICULAR ACT OR OMISSION DO YOU CLAIM CAUSED THE INJURY OR DAMAGES? Give the name of the city/town employee causing the injury or damage, if known.

6. GIVE TOTAL AMOUNT OF CLAIM Include estimate of amount of any prospective injury or damage \$

HOW WAS THE ABOVE AMOUNT COMPUTED? Be specific, list doctor bills, repair estimates, etc. Please attach 2 estimates.

DAMAGES INCURRED TO DATE:

Item/Date: _____

Amount: \$ 338,521.25

Item/Date: _____

Amount: \$ _____

TOTAL AMOUNT CLAIMED AS OF PRESENTATION OF THIS CLAIM:

\$ 338,521.25

ESTIMATED PROSPECTIVE DAMAGES, AS FAR AS KNOWN:

Item/Date: _____

Amount: \$ _____

Item/Date: _____

Amount: \$ _____

TOTAL ESTIMATED AMOUNT PROSPECTIVE DAMAGES:

\$ _____

7. WITNESSES TO DAMAGE OR INJURY List all persons known to have information (attach additional pages, if necessary)

NAME: _____

NAME: _____

ADDRESS: _____

ADDRESS: _____

TELEPHONE: () _____

TELEPHONE: () _____

8. IF INJURED, PROVIDE NAME, CONTACT INFORMATION AND DATE/TIME DOCTOR(S) OR HOSPITAL(S) VISITED:

NAME: _____

NAME: _____

ADDRESS: _____

ADDRESS: _____

TELEPHONE: () _____

TELEPHONE: () _____

DATE: _____ TIME: _____ ☐ AM ☐ PM

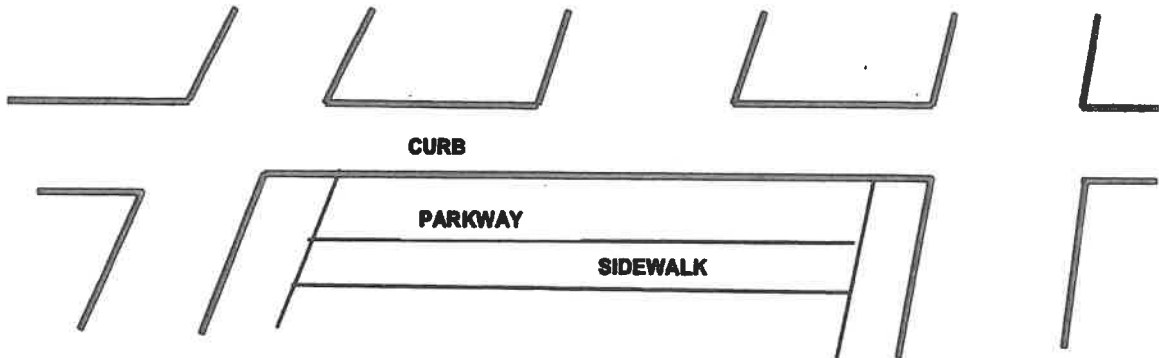
DATE: _____ TIME: _____ ☐ AM ☐ PM

9. PLEASE READ THE FOLLOWING CAREFULLY:

For all vehicle accident claims, place on the following diagram, the names of streets, including NORTH, EAST, SOUTH AND WEST directions. Indicate place of accident by "X" and by showing house numbers or distances to street corners.

If a city/town vehicle was involved, designate by letter "A" location of the City/Town vehicle when you first saw it, and by "B" location of yourself or your vehicle when you first saw City/Town vehicle; location of City/Town vehicle at time of accident by "A-1" and location of yourself or your vehicle at the time of the accident by "B-1" and the point of impact by "X".

NOTE: IF THE DIAGRAM BELOW DOES NOT FIT THE SITUATION, PLEASE ATTACH A PROPER DIAGRAM SIGNED BY THE CLAIMANT.



I HAVE READ THE FOREGOING CLAIM AND KNOW THE CONTENTS THEREOF; AND CERTIFY THAT THE SAME IS TRUE OF MY OWN KNOWLEDGE EXCEPT AS TO THOSE MATTERS WHICH ARE HEREIN STATED UPON MY INFORMATION AND BELIEF; AND AS TO THOSE MATTERS I BELIEVE THEM TO BE TRUE.

I CERTIFY (OR DECLARE) UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.

SIGNATURE OF CLAIMANT OR AGENT

Pete Luchetti

TYPE OR PRINT NAME

President Rialto Water Services LLC

RELATIONSHIP TO CLAIMANT

10-30-2025

DATE

NOTE: PRESENTATION OF A FALSE CLAIM IS A FELONY (CA PENAL CODE 72)
RETURN CLAIM TO: RIALTO CITY CLERK'S OFFICE - 150 S. PALM AVE., RIALTO, CA 92376

October 30, 2025

Barbara McGee
City of Rialto
150 S. Palm Avenue
Rialto, CA 92376

Subject: Formal Claim for Payment of Unpaid Invoice – Government Code §§ 905 and 911.2 Compliance

Dear Ms. McGee,

I am writing on behalf of Rialto Water Services LLC to formally notify the City of Rialto of an outstanding and unpaid invoice, and to assert a claim for payment pursuant to California Government Code §§ 905 and 911.2.

Section 1 Claim Information

- **Claimant:** Rialto Water Services LLC
- **Claimant Address:** P.O. Box 920, Bollinas, CA
- **Reimbursable Legal Invoices:** Reference attached legal invoices pertaining to the technical default and preparation of Contract Administrative Memorandum #10.
 - Orrick Invoice #2227891, dated 12-5-2024 \$248,132.50
 - Orrick Invoice #2227885, dated 12-5-2024 \$49,372.50
 - Milbank Invoice #02003770, dated 12-24-2024 \$41,016.25
- **Invoice Date:** Originally presented to the city in December 2024 (Orrick) and January 2025 (Milbank) and subsequently detailed in several emails and letters that followed from January to June 2025.
- **Amount Due:** \$338,521.25



- **Nature of Claim:** Payment for third party legal services (Orrick Herrington & Sutcliffe and Milbank law firms in reference to CAM#10 and the successful approval of a WIFI loan.
- **Date of Incident or Transaction:** March 2024- December 2024
- This claim is being submitted within the time limitations prescribed by California Government Code Section 911.2. Under Section 905, this claim is a requirement for asserting a monetary demand against a public entity and must be filed prior to initiating litigation.

Attached are copies of the unpaid invoices, supporting documentation, and any correspondence relevant to the issue.

Section 2 Request for Payment

We respectfully request that this matter be reviewed and resolved promptly. If payment has already been processed in the interim, kindly provide confirmation and payment details at your earliest convenience.

Please contact me directly should you require additional information or clarification.

Thank you for your attention to this matter.

Sincerely,

Peter Luchetti

President,

Rialto Water Services



Rialto Water Services, LLC
150 California Street, Ste. 600
San Francisco, CA 94111
Attn: Peter Luchetti, President

December 5, 2024
Client No. 43697
Invoice No. 2227891

Orrick Contact: Roger L. Davis

FOR SERVICES RENDERED in connection with rate increase delay and CAM #10:	\$	248,132.50
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>248,132.50</u>

Matter(s): 43697/3

DUE UPON RECEIPT

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
P.O. Box 848066
Los Angeles, CA 90084-8066
Reference: 43697/ Invoice: 2227891*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088
*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 43697/ Invoice: 2227891
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Lockbox Services (848066)
Orrick, Herrington & Sutcliffe LLP
3440 Flair Drive
El Monte, CA 91731
Reference: 43697/ Invoice:
2227891*

To pay online visit www.e-billexpress.com/ebpp/Orrick/



Rialto Water Services, LLC
150 California Street, Ste. 600
San Francisco, CA 94111
Attn: Peter Luchetti, President

December 5, 2024
Client No. 43697
Invoice No. 2227891

Orrick Contact: Roger L. Davis

For Legal Services Rendered in Connection With:

Matter: 3

02/29/24	D. Brennan	Conference with P. Luchetti re rate issues; attend to same.	0.50
03/01/24	D. Brennan	Attend to draft City letter; conference with R. Davis re same; conference with P. Luchetti and M. Matson re same; confer with D. Fuad re same; conference with S. Spitz re same.	2.75
03/01/24	S. Spitz	Telephone conference with Devin Brennan.	0.50
03/01/24	R. Davis	Review draft letter to Rialto re Prop 218 process and other concession related matters; conference with Devin Brennan re same.	1.25
03/03/24	D. Brennan	Attend to letter re 218 Process; research re same.	2.75
03/03/24	T. Glascock	Attend to compliance issues with Concession Agreement.	0.25
03/04/24	M. Jergenson	Review note materials for implications relating to Concession Agreement compliance.	1.00
03/04/24	S. Yates	Phone conference with D. Brennan.	0.25
03/04/24	S. Yates	Attend to note materials.	2.75
03/04/24	D. Brennan	Attend to Concession Agreement and note materials research and analysis; attend to City letter; conference with P. Luchetti and M. Matson re same.	2.50
03/04/24	D. Fuad	Attend to City letter.	0.75
03/04/24	T. Glascock	Attend to analysis re compliance with Concession Agreement.	0.25
03/05/24	M. Jergenson	Attend to note materials and conference with T. Glascock and S. Yates re same.	1.00
03/05/24	S. Yates	Conference with T. Glascock and M. Jergenson.	0.50

Rialto Water Services, LLC - 43697
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December 5, 2024
Invoice No. 2227891

03/05/24	D. Brennan	Attend to draft letter; conference with R. Davis, T. Glascock and M. Conde re same.	2.50
03/05/24	M. Conde	Telephone call with D. Brennan regarding Rialto Concession Agreement and O&M Subcontract; analyze same.	1.50
03/05/24	T. Glascock	Call with D. Brennan and R. Davis re Concession Agreement compliance and note materials; call with M. Jergenson and S. Yates re same.	1.00
03/05/24	R. Davis	Review S. Yates, M. Jergenson analysis of note materials and RWS letter to City; conference with D. Brennan and T. Glascock.	1.25
03/06/24	D. Brennan	Prepare for and participate in RWS call re rate items; conferences with T. Glascock and R. Davis re same; attend to RWS letter.	4.00
03/06/24	T. Glascock	Attend to Concession Agreement compliance and potential CAM and call re same; attend to letter to RUA/City.	1.25
03/07/24	D. Brennan	Attend to letter.	0.25
03/12/24	D. Brennan	Conference with P. Luchetti re rates and deposits; attend to same.	1.50
03/13/24	M. Jergenson	Discuss City proposals and note materials with T. Glascock.	0.25
03/13/24	D. Brennan	Attend to City proposal; conference with T. Glascock re same and CAM; attend to letter revisions; conference with P. Luchetti and J. Maher re same.	2.50
03/13/24	T. Glascock	Attend to budget proposals and need for CAM; attend to letter to City.	0.50
03/14/24	M. Jergenson	Discuss noteholder consent for CAM with D. Huynh.	0.50
03/14/24	D. Huynh	Attend meeting to discuss the noteholder consent process and attend to same.	0.50
03/14/24	D. Brennan	Attend to prior CAMs and consent procedures; attend to letter; conference with Orrick team re same; attend to staff report; research Concession Agreement and Trust Agreement re same.	4.25
03/14/24	T. Glascock	Attend to CAM process and letter to City.	0.50
03/14/24	R. Davis	Attend to CAM 10 proposal; conference with Devin Brennan.	1.00
03/15/24	M. Jergenson	Draft noteholder consent.	0.25
03/15/24	D. Brennan	Conference with P. Luchetti re staff report; attend to same.	1.25
03/18/24	M. Jergenson	Draft noteholder consent.	0.25
03/22/24	S. Yates	Phone conference with D. Brennan.	0.25
03/22/24	D. Brennan	Conference with S. Yates re Concession Agreement and CAM; attend to same.	0.25
03/25/24	M. Jergenson	Coordinate with S. Yates on next steps for noteholder consent process.	0.25

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Invoice No. 2227891

03/27/24	S. Yates	Phone conference with D. Brennan; draft Contract Administration Memorandum #10.	2.25
03/27/24	D. Brennan	Attend to items re City approval; review and comment on CAM#10.	2.75
03/28/24	D. Brennan	Attend to CAM#10.	0.25
03/29/24	M. Jergenson	Update noteholder consent to reflect draft of CAM.	0.75
03/29/24	R. Davis	Review CAM10, Noteholder Consent.	1.00
04/04/24	R. Davis	Review revised CAM.	0.25
04/12/24	M. Jergenson	Review note materials.	0.25
04/22/24	D. Brennan	Conference with P. Luchetti and M. Matson re CAM#10 and related issues.	0.50
04/23/24	D. Brennan	Attend to CAM#10.	0.25
04/24/24	D. Brennan	Attend to City CAM#10 changes and research re same.	0.75
04/26/24	D. Brennan	Revise CAM #10; research same; attend to same.	2.50
05/02/24	M. Jergenson	Coordinate noteholder consent process with RWS team.	0.25
05/02/24	R. Davis	CAM #10 matters.	0.50
05/03/24	M. Jergenson	Review note materials in response to RWS questions regarding process.	1.25
05/03/24	D. Brennan	Attend to noteholder consent issues.	0.25
05/06/24	M. Jergenson	Attend to Rialto Water Services questions.	0.50
05/08/24	M. Jergenson	Update noteholder consent and coordinate circulation.	0.75
05/08/24	S. Yates	Pull signature pages to CAM #10 per D. Brennan's request.	0.25
05/08/24	D. Brennan	Attend to noteholder consent issues.	0.50
05/08/24	R. Davis	Review final draft CAM #10 and Noteholders' Consent.	0.25
05/09/24	S. Yates	Compile and distribute CAM #10 signature pages.	0.25
05/12/24	D. Brennan	Attend to CAM #10 issues.	0.25
05/19/24	D. Brennan	Attend to 218 process issues.	0.25
05/24/24	D. Brennan	Conference with P. Luchetti re City Attorney items and related issues; attend to same; conference R. Davis re same.	1.25
05/24/24	R. Davis	Attend to Prop 218 issues; conference with Devin Brennan.	0.50
05/25/24	D. Brennan	Attend to City Attorney call items and requested memo.	0.25
05/26/24	M. Jergenson	Review note materials re default under the Concession Agreement.	0.70
05/27/24	S. Yates	Review and summarize key provisions of Concession Agreement; review summary of key provisions of note materials; attend to same.	3.25
05/27/24	D. Brennan	Attend to CAM consent process.	0.25
05/28/24	S. Yates	Attend to follow-up questions from D. Brennan regarding Concession Agreement terms and compliance.	0.75
05/28/24	D. Brennan	Attend to issues relating to CAO conference and CAM; review document summary; conference with S. Yates re same.	1.00
05/28/24	T. Glascock	Attend to noteholder questions re CAM #10.	0.50

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05/28/24	R. Davis	Review summary from Sean Yates and Molly Jergensen; conference with Devin Brennan.	0.75
05/29/24	M. Jergenson	Attend to note material issues re CAM#10 consent.	0.25
05/29/24	D. Brennan	Telephone conferences with E. Vail and with P. Luchetti re rates and City memo; attend to same; attend to collateral agent inquiries.	1.75
05/29/24	T. Glascock	Attend to note holder inquiries re CAM #10.	0.25
05/30/24	M. Jergenson	Review responses from noteholder counsel.	0.25
05/30/24	S. Yates	Attend to Concession Agreement issues per request from D. Brennan.	0.25
05/30/24	D. Brennan	Conferences with P. Luchetti re Prop. 218 process, collateral agent and investor's counsel; attend to same; analyze same and note material issues; attend to collateral agent issues.	3.25
05/30/24	T. Glascock	Attend to note holder questions re Cam #10.	0.25
05/30/24	R. Davis	CAM consent and 218 matter.	0.25
05/31/24	S. Yates	Phone conference with D. Brennan; communicate with A. Marks regarding CAM #10, Collateral Agent Contact, and Noteholder Contacts.	0.50
05/31/24	D. Brennan	Attend to memo and investor's counsel questions.	1.00
06/03/24	S. Yates	Draft memorandum re Concession Agreement issues.	4.00
06/04/24	D. Brennan	Attend to noteholder inquiries.	0.50
06/04/24	R. Davis	Developments and planning for call tomorrow.	0.25
06/05/24	S. Yates	Phone conference with D. Brennan and P. Luchetti.	0.50
06/05/24	S. Yates	Draft summary of Counsel memo.	2.00
06/05/24	D. Brennan	Prepare for and participate in call with Milbank and US Bank; conference with P. Luchetti re same.	1.25
06/05/24	T. Glascock	Attend to Cam status and next steps and call re same.	0.75
06/05/24	R. Davis	Telephone call with Milbank (Alan Marks) re CAM and City's Prop 218 status.	0.25
06/06/24	S. Yates	Phone conference with P. Luchetti; phone conferences with D. Brennan; phone conference with P. Luchetti and D. Brennan; revise and distribute Memorandum re failure to undertake Prop 218 process.	2.50
06/06/24	D. Brennan	Attend to City Attorney requested memorandum; conferences with P. Luchetti and S. Yates re same.	3.50
06/06/24	R. Davis	Review S. Yates Summary.	0.25
06/06/24	R. Davis	Review Sean Yates draft Counsel Memorandum.	0.50
06/07/24	S. Yates	Revise Memorandum re failure to undertake Prop 218 process and attend to same.	0.75
06/07/24	D. Brennan	Conference with P. Luchetti re City Attorney requested Counsel Memo; attend to same; revise and distribute same; attend to CAM No. 10 consent request counsel memorandum.	3.75

06/07/24	D. Fuad	Review and analyze memo re cancellation of the February Proposition 218 Hearing, request for consent to CAM No. 10, and potential next steps and attend to same.	0.50
06/07/24	R. Davis	Review memo to City regarding consequences of failure to increase rates.	0.50
06/08/24	D. Brennan	Draft and distribute Counsel Memo re Notchholder requests; attend to same.	3.25
06/08/24	T. Glascock	Attend to Note holder memo.	0.25
06/08/24	R. Davis	Review Counsel Memorandum to RWS and provide comments.	1.25
06/09/24	S. Yates	Attend to revisions to Counsel Memorandum Regarding Prop 218 Process and CAM #10.	0.50
06/09/24	D. Brennan	Attend to counsel memo comments; revise same.	1.25
06/10/24	D. Brennan	Attend to Summary Memorandum comments; distribute same; attend to RWS and collateral agent items; attend to CAM # 10; conference with M. Goodkind re same.	2.75
06/14/24	D. Brennan	Attend to consent issues.	0.25
06/17/24	D. Brennan	Attend to consent issues.	0.50
06/18/24	S. Yates	Attend to consent issues.	0.25
06/18/24	D. Brennan	Attend to consent issues.	0.75
06/19/24	S. Yates	Review Trust Agreement, Concession Agreement, and note materials and attend to RWS questions re same; phone conference with D. Brennan re City deposits.	1.50
06/19/24	D. Brennan	Conference with S. Yates re City transfers; attend to same.	0.50
06/20/24	S. Yates	Zoom conference with P. Luchetti and D. Brennan; phone conference with D. Brennan.	0.75
06/20/24	D. Brennan	Conference with RWS re City approval and related issues; attend to collateral agent questions.	1.00
06/21/24	D. Brennan	Attend to consent issues.	0.25
06/25/24	D. Brennan	Attend to consent issues; attend to council meeting	1.75
06/25/24	T. Glascock	Attend to City council meeting items and status of rate increase approval.	0.25
06/26/24	S. Yates	Zoom conference with RWS and follow-up call with D. Brennan; attend to note issues;	1.25
06/26/24	D. Brennan	Attend to issues re City next steps; conference with RWS re same; conference with S. Yates re same.	1.50
06/26/24	D. Fuad	Prepare for and attend telephone conference with RWS re rate setting process issues.	0.75
06/26/24	T. Glascock	Attend to City meeting issues and proposed next steps.	0.25
06/27/24	M. Jergenson	Draft letter to noteholders postponing execution of CAM.	0.75
06/27/24	S. Yates	Attend to Letter to City re: Failure to Approve Rate Increase; Zoom conference with RWS, City, NRF, Orrick.	3.50

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December 5, 2024
Invoice No. 2227891

06/27/24	D. Brennan	Attend to RWS questions; telephone conferences with P. Luchetti; attend to City Attorney email; conference RWS, City, S. Yates.	1.50
06/27/24	T. Glascock	Attend to issues re City meeting re rate increases and options moving forward.	0.50
06/28/24	B. McAlpine	Prepare DocuSign document; attend to same.	0.25
06/28/24	M. Jergenson	Update and circulate draft of letter to RWS.	0.50
06/28/24	S. Yates	Phone conference with D. Brennan and P. Luchetti; phone conferences with D. Brennan; review Trust Agreement and RWS question; coordinate P. Luchetti signature for Letter to Noteholders.	2.25
06/28/24	D. Brennan	Multiple conferences with P. Luchetti and S. Yates; attend to letter to Noteholders; attend to related analysis;	2.50
06/28/24	T. Glascock	Attend to issues re City approval of a rate increase and/or City contribution to budget.	0.50
06/29/24	D. Brennan	Attend to noteholder issues.	0.25
06/30/24	M. Jergenson	Review and analyze note materials to determine effects of City's delay to increase rates.	0.25
06/30/24	S. Yates	Attend to noteholders issues and call request.	0.25
06/30/24	D. Brennan	Attend to request for noteholders call; draft City rate issues summary memorandum; attend to same	1.75
06/30/24	T. Glascock	Attend to issues re City rate increase delay and options for next steps.	0.50
07/01/24	M. Jergenson	Discuss call with noteholders with RWS team.	0.50
07/01/24	S. Yates	Zoom conference with T. Glascock and D. Brennan; phone conferences with D. Brennan; Zoom conference with RWS and OHS.	2.50
07/01/24	D. Brennan	Attend to Noteholder call issues; conferences with Orrick and RWS teams re same.	4.25
07/01/24	T. Glascock	Attend to approach and agenda for Collateral Agent and note holders call re city rate increase process.	0.75
07/01/24	R. Davis	CAM matters.	0.50
07/02/24	M. Jergenson	Call with Collateral Agent and Noteholders.	0.50
07/02/24	S. Yates	Phone conference with D. Brennan; CAM #10 Update Call.	0.75
07/02/24	D. Brennan	Prepare to and lead Noteholders call discussion; attend to issues re CAM 10 process; attend to issues re Noteholder call; attend to note issues.	2.00
07/02/24	T. Glascock	Attend to Collateral Agent and noteholders call re status and next steps re City water rate increase.	0.75
07/12/24	S. Yates	Draft initial version of revised CAM #10.	1.25
07/12/24	D. Brennan	Attend to note issues; conference P. Luchetti re same; attend to CAM #10 issues.	0.75
07/12/24	R. Davis	Attend to CAM#10 issues and conference with Devin Brennan.	0.50

07/15/24	S. Yates	Attend to response to City.	0.50
07/18/24	D. Brennan	Attend to City rate materials, resolution and staff report; attend to issues re same.	0.50
07/24/24	M. Jergenson	Call with RWS to discuss next steps following city council meeting.	0.75
07/24/24	S. Yates	Revise CAM #10; Zoom conference with RWS and Orrick; review and revise proposed noteholder communication.	2.75
07/24/24	D. Brennan	Council meeting debrief with RWS and Orrick team; attend to issues re same; review and comment on noteholder communication.	1.50
07/25/24	D. Brennan	Attend to CAM#10 issues.	0.25
07/26/24	D. Brennan	Conference with P. Luchetti re CAM #10.	0.25
07/28/24	D. Brennan	Revise and distribute CAM #10.	1.75
07/29/24	D. Brennan	Multiple conferences with P. Luchetti; attend to CAM #10 and issues re same.	0.75
07/30/24	S. Yates	Phone conferences with D. Brennan; revise and re-distribute CAM #10.	2.00
07/30/24	D. Brennan	Attend to CAM#10 and issues re same; revise CAM #10.	1.00
07/31/24	D. Brennan	Attend to CAM #10 and Noteholder issues.	0.25
08/02/24	M. Jergenson	Review draft of CAM #10 noteholder items.	0.25
08/02/24	S. Yates	Review revised draft CAM #10.	0.25
08/02/24	D. Brennan	Prepare form of CAM #10; attend to issues re same.	1.00
08/05/24	M. Jergenson	Circulate draft of CAM #10 to Milbank team.	0.25
08/05/24	S. Yates	Review Milbank distribution.	0.25
08/05/24	D. Brennan	Attend to CAM #10 and items re same.	0.25
08/05/24	T. Glascock	Attend to CAM #10 distribution.	0.25
08/06/24	D. Brennan	Attend to CAM#10 items.	0.25
08/07/24	D. Brennan	Attend to investors counsel questions; review City comments on CAM #10; attend to same.	1.75
08/07/24	R. Davis	Review current status of CAM #10 and related matters; conference with Devin Brennan.	0.25
08/09/24	D. Brennan	Prepare for and lead call to review City counterproposal; attend to response re same; conference with M. Matson re same.	2.50
08/09/24	M. Jergenson	Discuss City turn of CAM #10 with RWS team; attend to items re same.	1.25
08/09/24	S. Yates	Zoom conference with OHS and RWS and follow-up call with D. Brennan; attend to summary of timing requirements for annual budgeting process.	2.00
08/09/24	T. Glascock	Review City comments to CAM #10 and attend to same.	0.50
08/15/24	S. Yates	Conference call to discuss CAM #10.	1.25
08/15/24	D. Brennan	Conference with RWS and City teams re CAM #10; conferences with P. Luchetti and S. Yates re same; attend to same.	2.00

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Invoice No. 2227891

08/16/24	D. Brennan	Attend to CAM #10.	0.25
08/19/24	S. Yates	Revise draft CAM #10.	1.25
08/20/24	D. Brennan	Attend to CAM #10 comments and related items; revise and distribute same.	1.75
08/21/24	S. Yates	Review, revise and distribute CAM #10; phone conferences with D. Brennan and P. Luchetti.	1.50
08/21/24	D. Brennan	Revise CAM #10; attend to same; conferences with P. Luchetti and S. Yates re same.	1.00
08/29/24	S. Yates	Attend to CAM#10 items.	0.25
08/31/24	S. Yates	Phone conferences with D. Brennan and revise CAM #10.	0.75
08/31/24	D. Brennan	Review comments; revise CAM #10; attend to same and multiple phone conversations re same; attend to Annex A.	3.50
09/01/24	D. Brennan	Revise CAM #10; distribute same; attend to same.	1.00
09/04/24	D. Brennan	Attend to inquiry from P. Luchetti re Concession and note issues.	0.50
09/04/24	M. Jergenson	Review note materials to respond to RWS questions.	0.25
09/05/24	M. Jergenson	Review note materials re RWS questions.	1.00
09/05/24	S. Yates	Review note materials and Trust Agreement and re issues relating to RWS questions; phone conference with D. Brennan; Teams conference with D. Brennan and M. Jergenson; Teams conference with M. Jergenson regarding questions from RWS.	1.00
09/05/24	D. Brennan	Prepare for and conference with M. Goodkind re CAM #10; conference with P. Luchetti re same; attend to items re same; conference with S. Yates and M. Jergenson re same.	1.25
09/06/24	D. Brennan	Attend to CAM#10 and related items; attend to note materials analysis.	1.50
09/06/24	M. Jergenson	Summarize note materials issues.	0.50
09/06/24	S. Yates	Phone conference with D. Brennan; review items relating to CAM#10; attend to same.	0.75
09/06/24	T. Glascock	Attend to CAM 10 items and note materials issues; discuss same with M. Jergenson and review revisions.	0.50
09/12/24	S. Yates	Phone conference with P. Luchetti.	0.25
09/12/24	D. Brennan	Attend to CAM #10 items.	0.25
09/13/24	S. Yates	Phone conferences with D. Brennan and P. Luchetti; compile and distribute CAM #10 and attend to same.	1.00
09/13/24	D. Brennan	Attend to CAM#10; conferences with P. Luchetti and S. Yates re same.	2.00
09/14/24	D. Brennan	Attend to CAM #10 items.	0.25
09/16/24	S. Yates	Phone conference with D. Brennan; review and attend to items relating to CAM#10; evaluate and incorporate comments from Milbank and attend to same; redline as needed and distribute revised draft CAM #10 to City and Collateral Agent.	1.50



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December 5, 2024
Invoice No. 2227891

09/16/24	D. Brennan	Attend to Milbank comments and related items; conference with S. Yates re same.	0.75
09/17/24	M. Jergenson	Discuss noteholder approval process with S. Yates.	0.25
09/17/24	S. Yates	Phone conference with M. Jergenson; phone conference with D. Brennan; communicate with E. Vail, City, and Collateral Agent regarding signature pages and next steps.	1.00
09/17/24	D. Brennan	Attend to CAM#10 execution and preclosing.	0.50
09/19/24	S. Yates	Phone conference with D. Brennan; attend to signature pages, signing procedures and closing process.	1.00
09/19/24	D. Brennan	Attend to preclosing/signature page issues.	0.25
09/20/24	S. Yates	Phone conference with D. Brennan.	0.25
09/20/24	D. Brennan	Attend to signature page issues.	0.25
09/23/24	S. Yates	Phone conference with D. Brennan and attend to signature pages and status.	0.75
09/23/24	D. Brennan	Attend to consent process.	0.50
09/25/24	S. Yates	Phone conferences with D. Brennan; finalize and distribute CAM #10 and Consent to CAM #10; attend to items re same.	1.00
09/25/24	D. Brennan	Attend to CAM#10 closing.	0.50
09/26/24	S. Yates	Phone conference with D. Brennan re closing.	0.25
09/26/24	D. Brennan	Attend to CAM#10 closing.	0.25
09/27/24	D. Brennan	Attend to CAM#10 closeout items.	0.25

Total Hours	207.45	
Total For Services		\$248,132.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Devin S. Brennan	108.25	1,220.00	132,065.00
Michelle Conde	1.50	1,260.00	1,890.00
Roger L. Davis	11.25	1,745.00	19,631.25
David P. Fuad	2.00	1,260.00	2,520.00
Thomas B. Glascock	10.50	1,525.00	16,012.50
Dao Huynh	0.50	1,170.00	585.00
Molly K. Jergenson	15.45	925.00	14,291.25
Bonita McAlpine	0.25	435.00	108.75
Stephen A. Spitz	0.50	1,260.00	630.00
Sean E. Yates	57.25	1,055.00	60,398.75
Total All Timekeepers	207.45	\$1,196.11	\$248,132.50

Total For This Matter	\$248,132.50
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2029 Century Park East, 33rd Floor
Los Angeles, CA 90067-3019
www.milbank.com
Federal Tax ID No. 13-5533689

Billing Inquiries: Billing@milbank.com
Telephone: +1 212.530.8750

INVOICE

Rialto Water c/o Table Rock Partners
600 Montgomery St
San Francisco, CA 94111
UNITED STATES

Invoice Date	December 24, 2024
Invoice No.	02003770
Matter No.	45000.21200
Due Date	Upon Presentation
Partner	Allan Marks

Re: RIALTO WATER PRIVATE PLACEMENT

For Professional Services through November 30, 2024 in connection with noteholder consents and CAM.

	USD
Fees	41,016.25
Total Due	\$ 41,016.25

Please remit payment by bank transfer to:

Account Name	Milbank LLP
Bank	JP Morgan Chase
Account	9101073923
SWIFT	CHASUS33
ABA Routing	021000021
Reference	02003770

If remitting by check, please make your check payable to
Milbank LLP and mail to:
Accounts Receivable Dept.
Milbank LLP
55 Hudson Yards
New York, NY 10001-2163

Matter Name: RIALTO WATER PRIVATE PLACEMENT
Matter No.: 45000.21200

Invoice Date: 12/24/24
Invoice No.: 02003770
Page No. 2

Fees Summary

Timekeeper	Title	Hours	Amount (USD)
Allan Marks	Partner	13.00	29,185.00
Katherine Hannah	Associate	4.25	6,056.25
Emily Mahapatra	Associate	7.00	5,775.00
Total Fees		24.25	\$41,016.25

Matter Name: RIALTO WATER PRIVATE PLACEMENT
Matter No.: 45000.21200

Invoice Date: 12/24/24
Invoice No.: 02003770
Page No. 3

Time Detail

Date	Timekeeper	Description	Hours
06/03/24	Allan Marks	Docs and correspondence.	0.75
06/04/24	Katherine Hannah	Rialto: onboarding	0.50
06/04/24	Emily Mahapatra	Onboarded onto Rialto deal	0.50
06/04/24	Allan Marks	Rialto Water CAM 10 - noteholder consent; calls and doc review.	1.00
06/05/24	Katherine Hannah	Rialto: call with Orrick	0.25
06/05/24	Emily Mahapatra	Rialto CAM call	0.50
06/05/24	Allan Marks	Call with Orrick re Rialto Water CAM, noteholder consent; call with Henley Hendez; noteholder query; trustee query; doc review.	3.00
06/10/24	Allan Marks	Review Orrick memo re CAM and noteholder waiver request; correspondence and conferences with Orrick, collateral agent re same; noteholder correspondence.	1.50
06/11/24	Katherine Hannah	Reviewing memo	0.25
06/11/24	Emily Mahapatra	Doc management; reviewed deal docs	1.25
06/11/24	Allan Marks	Respond to noteholder queries re Orrick memo, CAM and city council process for certifying rate increase; internal conference re same.	0.75
06/13/24	Allan Marks	Obtain first two signed consents from noteholders; correspondence with collateral agent re same.	0.25
06/14/24	Allan Marks	Obtain third signed noteholder consent; correspondence with collateral agent re same and respond to query re consent process.	0.25
06/17/24	Katherine Hannah	Reivewing corro	0.50
06/17/24	Emily Mahapatra	Memo summary	1.00
06/17/24	Allan Marks	Obtain additional noteholder consents; correspondence and confernece re same, answer noteholder queries; follow up with remaining noteholders; respond to noteholder request seeking summary of Orrick memo and related issues; conference and correspondence re same..	1.00
06/20/24	Katherine Hannah	Corro with US BANK re: consent threshold	0.25
06/20/24	Allan Marks	Correspondence and calls re noteholder consents; respond to queries from Sonia Flores and conf. Kat Hannah re same.	1.00

Matter Name: RIALTO WATER PRIVATE PLACEMENT
Matter No.: 45000.21200

Invoice Date: 12/24/24
Invoice No.: 02003770
Page No. 4

Date	Timekeeper	Description	Hours
06/21/24	Allan Marks	Correspondence re noteholder consents, confirm majority approval with Sonia Flores (Collateral Agent).	0.50
06/25/24	Allan Marks	Correspondence with RWS and Collateral Agent re Rialto city approval of rate increase noteholder consents; respond to query from Sonia Flores (Collateral Agent) and noteholder re status.	0.50
07/01/24	Allan Marks	Respond to queries from noteholder and collateral agent; review City of Rialto meeting minutes and agenda, Orrick memo, prep for meeting with US Bank, Orrick, noteholders and RWS re CAM #10 and update on Rialto City Council action; correspondence.	1.00
07/02/24	Allan Marks	Calls with US Bank, Orrick, noteholders and RWS re CAM #10, update on Rialto City Council action and status; follow up on noteholder queries.	1.50
08/06/24	Katherine Hannah	Reviewing CAM	0.50
09/14/24	Emily Mahapatra	Comments to CAM#10	1.25
09/15/24	Emily Mahapatra	Comments to CAM#10	0.75
09/16/24	Katherine Hannah	Editing waiver	0.25
09/16/24	Emily Mahapatra	Questions from Orrick re CAM#10 revisions	0.75
09/17/24	Katherine Hannah	Editing consent	1.00
09/18/24	Katherine Hannah	Corro with purchaser re: consent	0.25
09/18/24	Emily Mahapatra	Correspondence w orrick re consent/CAM	1.00
09/20/24	Katherine Hannah	Corro with Agent re: threshold consent	0.25
09/25/24	Katherine Hannah	Corro with Trustee on post amendment closing matters	0.25
Total Hours			24.25



Rialto Water Services, LLC
150 California Street, Ste. 600
San Francisco, CA 94111
Attn: Peter Luchetti, President

December 5, 2024
Client No. 43697
Invoice No. 2227885

Orrick Contact: Roger L. Davis

FOR SERVICES RENDERED through October 31, 2024 in connection
with the matters described on the attached pages:

\$ 49,372.50

DISBURSEMENTS as per attached pages:

0.00

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ **49,372.50**

Matter(s): 43697/3

DUE UPON RECEIPT

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
P.O. Box 848066
Los Angeles, CA 90084-8066
Reference: 43697/ Invoice: 2227885*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBUS6S
Account Number: 4123701088
*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 43697/ Invoice: 2227885
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Lockbox Services (848066)
Orrick, Herrington & Sutcliffe LLP
3440 Flair Drive
El Monte, CA 91731
Reference: 43697/ Invoice:
2227885*

To pay online visit www.e-billexpress.com/ebpp/Orrick/



Rialto Water Services, LLC
150 California Street, Ste. 600
San Francisco, CA 94111
Attn: Peter Luchetti, President

December 5, 2024
Client No. 43697
Invoice No. 2227885

Orrick Contact: Roger L. Davis

For Legal Services Rendered Through October 31, 2024 in Connection With:

Matter: 3

02/24/23	D. Brennan	Prepare for and participate in RWS call re capital project financing issues.	1.50
03/17/23	D. Brennan	Review NPA additional debt requirements.	0.50
03/23/23	D. Brennan	Attend to WIFIA application questions; conference with RWS re same.	0.75
06/06/23	D. Brennan	Attend to WIFIA diligence request materials and issues; attend to e-mails re same; prepare for and participate in call with RWS.	1.50
06/26/23	S. Yates	Phone conference with M. Jergenson.	0.25
06/26/23	S. Yates	Review document folders and pull and label responsive documents in separate due diligence response repository.	3.50
06/30/23	S. Yates	Call re WIFIA Diligence Requests.	1.00
07/10/23	S. Yates	Review Trust Agreement and comment on summary of funds and accounts.	3.50
07/19/23	S. Yates	Revise Depositary Account summaries and flow chart comments.	1.50
07/19/23	D. Brennan	Attend to diligence comments; conferences with S. Yates and M. Jergenson re same.	1.00
11/27/23	D. Brennan	Attend to agenda issues.	0.25
12/04/23	D. Brennan	Conference with P. Luchetti re concession issues; attend to same.	0.50
12/05/23	S. Yates	Phone conferences with D. Brennan and P. Luchetti.	1.00
12/05/23	D. Brennan	Attend to City Council Memo; conferences with P. Luchetti and S. Yates re same, rate increases and CIP funding; research same; draft e-mail memorandum re same.	6.75

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December 5, 2024
Invoice No. 2227885

12/06/23	S. Yates	Zoom conference with D. Brennan and R. Davis.	0.50
12/06/23	D. Brennan	Conference with R. Davis and S. Yates re capital improvements and 218 issues; prepare for and conference with R. Trice; attend to e-mails re same.	1.75
12/06/23	R. Davis	Conference with Devin Brennan and Sean Yates regarding City of Rialto rates and improvements plans.	0.50
12/07/23	S. Yates	Phone conference with D. Brennan and P. Luchetti.	0.25
12/07/23	D. Brennan	Conference with P. Luchetti and S. Yates re city council memo and related issues; attend to same; conference with P. Luchetti and M. Matson re same.	0.75
12/12/23	D. Brennan	Attend to e-mails re NRF and City issues.	0.25
12/13/23	S. Yates	Zoom conference with Norton Rose team; phone conference with D. Brennan.	0.75
12/13/23	D. Brennan	Prepare for and participate in NRF R. Trice handoff call; conference with S. Yates re same.	1.00
12/20/23	S. Yates	Phone conference with P. Luchetti and D. Brennan; phone conference with D. Brennan.	0.75
12/20/23	D. Brennan	Prepare for and participate in call with P. Luchetti, M. Matson and S. Yates restructuring options and NRF call debrief.	0.50
01/03/24	D. Brennan	Conference C. Roberts re structuring options.	0.25
01/19/24	D. Brennan	Attend to structuring plan and participate in call with TRC and Barclays re same; comment on memorandum re same.	1.75
01/28/24	D. Brennan	Attend to e-mails re structuring meeting.	0.25
02/03/24	D. Brennan	Attend to e-mails re tax issues.	0.25
02/06/24	S. Yates	Phone conference with D. Brennan and C. Cardall.	0.50
02/06/24	D. Brennan	Orrick team conference re structuring and tax issues; attend to same; attend to e-mails re same.	0.75
02/06/24	C. Cardall	Call with D. Brennan and S. Yates re new structuring and tax issues, review existing concession agreement.	1.00
02/08/24	S. Yates	Zoom Conference with P. Luchetti, C. Cardall, and D. Brennan; phone conference with D. Brennan.	1.25
02/08/24	C. Cardall	Prep for call, call with RWS, D. Brennan and S. Yates re new structuring and tax issues.	1.00
02/09/24	D. Brennan	Prepare for and participate in structuring call with City and RWS teams; research Concession re same.	2.50
02/09/24	C. Cardall	Prep for call, conference call with City and RWS re new structuring.	0.75
02/10/24	D. Brennan	Attend to e-mails re structuring call and issues.	0.25
02/13/24	D. Brennan	Attend to structuring team meeting.	0.25
02/15/24	D. Brennan	Prepare for and participate in structuring call with Barclays and NRF; draft e-mail memorandum to RWS re structuring issues; conference call re same.	2.00
02/16/24	D. Brennan	Attend to e-mails re planning.	0.25



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December 5, 2024
Invoice No. 2227885

02/26/24	D. Brennan	Attend to e-mails re NPA and concession structure; conference with P. Luchetti re same.	0.25
02/29/24	D. Brennan	Attend to structuring issues; e-mail M. Goodkind.	0.25

Total Hours	44.00	
Total For Services		\$49,372.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Devin S. Brennan	26.00	1,161.15	30,190.00
Charles C. Cardall	2.75	1,615.00	4,441.25
Roger L. Davis	0.50	1,610.00	805.00
Sean E. Yates	14.75	944.83	13,936.25
Total All Timekeepers	44.00	\$1,122.10	\$49,372.50

Total For This Matter	\$49,372.50
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