

**FIRST AMENDMENT TO AGREEMENT
FOR LEGAL SERVICES FOR THE CITY OF RIALTO**

This FIRST AMENDMENT TO AGREEMENT FOR LEGAL SERVICES FOR THE CITY OF RIALTO (the "First Amendment") is made and entered into this 27th day of November, 2018, by and between the CITY OF RIALTO, a municipal corporation (herein "City") and Aleshire & Wynder, LLP, a California limited liability partnership (herein "the Firm").

RECITALS

WHEREAS, City and the Firm entered into that certain Agreement entitled "Agreement for Legal Services for the City of Rialto" (the "Agreement") on February 28, 2014; and

WHEREAS, it is the desire of the City and the Firm to amend the Agreement as set forth in this First Amendment.

AGREEMENT

NOW, THEREFORE, it hereby agreed that the Agreement is amended in the following particulars only:

1. Section 6 of the Agreement, entitled "Bond or Financial Services" is amended and replaced in its entirety to read as follows:

"Bond or Financial Services shall mean those situations where A&W acts as Bond Counsel for City with regard to the issuance of securities by City. A&W shall be compensated for Bond or Financial Services on a flat fee non-contingent basis of Three Hundred Fifty Dollars (\$350) per hour as shown on Exhibit "A". City may retain independent counsel to review any proposed issue."

2. Exhibit "A" of the Agreement entitled "Fee Arrangement (Hourly Fee Approach)" is amended and replaced in its entirety to read as shown on Exhibit "A" to this First Amendment.

3. Effective Date. The amendment provided in this First Amendment shall be effective beginning on January 1, 2019.

4. Full Force and Effect. Except as expressly provided for in this First Amendment all other provisions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed and entered into this First Amendment as of the date first written above.

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[SIGNATURES NEXT PAGE]

CITY OF RIALTO:

By: _____
Deborah Robertson, Mayor

ATTEST:

Barbara McGee, City Clerk

THE FIRM:

Aleshire & Wynder, LLP

By: _____
Fred Galante, Equity Partner

[END OF SIGNATURES]

EXHIBIT “A”
FEE ARRANGEMENT (HOURLY FEE APPROACH)

1. The retainer for the first eighty (80) hours of general legal services will be at the blended rate of One Hundred Ninety Dollars (\$190) per hour from January 1, 2019 until December 31, 2019, and Two Hundred Dollars (\$200) per hour thereafter.
2. General legal services over eighty (80) hours per month will be billed at the blended rate of Two Hundred Dollars (\$200) per hour from January 1, 2019, until December 31, 2019, and at the rate of Two Hundred Ten Dollars (\$210) per hour thereafter.
3. Special legal services shall include disciplinary actions or hearings, labor negotiations, economic development, housing, cable television, toxics, refuse, franchising, enterprise activities (water), major contract negotiations, litigation matters, public finance, and any major contract negotiation. Except for public finance, beginning on January 1, 2019, all such matters shall be billed at the rate of Two Hundred Ten Dollars (\$210) per hour for Associates and Two Hundred Thirty Dollars (\$230) per hour for Partners. On January 1, 2020, these rates shall increase to Two Hundred Fifteen Dollars (\$215) per hour for Associates and Two Hundred Forty-Five Dollars (\$245) per hour for Partners. Oversight of outside legal counsel providing services within these specialties shall also be billed at special legal service rate.
4. Insurance defense litigation and code enforcement will be billed at Two Hundred Dollars (\$200) per hour, increasing to Two Hundred Five Dollars (\$205) per hour on January 1, 2019, and increasing to Two Hundred Ten Dollars (\$210) per hour on January 1, 2020.
5. Where there is an opportunity to obtain cost recovery through a private party such as a developer, the hourly rate beginning on January 1, 2019 will be billed at Three Hundred Thirty-Five Dollars (\$335) per hour and Two Hundred Seventy-Five Dollars (\$275) per hour for City of Rialto developers or parties, and increasing to Three Hundred Fifty Dollars (\$350) per hour and Two Hundred Ninety Dollars (\$290) per hour, respectively.
6. For public finance services, including bond counsel, disclosure counsel, and counsel to the issuer, the fee shall be \$350 per hour for attorneys and \$150 per hour for paralegals and/or law-clerks. Fees are not contingent but are payable when the decision is made to proceed or not. The total fee for each service with respect to a series of bonds shall not exceed a reasonable amount for the work based on the fees charged on similar transactions in the marketplace, and in no event shall such fee for any service on any series exceed \$90,000.

Expenses for a bond issue shall be charged at a flat rate of \$2,500 per series plus any fees for special tax counsel to the firm which will be passed through at the cost thereof, not to exceed \$7,000. Fees shall be invoiced monthly and shall be paid within thirty days after receipt of an invoice after either the closing of the bond issue or the decision not to issue bonds.

For formation services in connection with assessment districts, community facilities districts, and other special districts or other services not directly connected with the issuance of bonds at the same time, fees shall be billed monthly at the per hour rate.

7. Except as described in Paragraph 5 above, in addition to the foregoing, A&W would be reimbursed for out-of-pocket expenses including: facsimile, messenger, courier, and other communication costs; reproduction expense; computer research services; court reporters; mileage cost to court and administrative proceedings; travel expenses outside of San Bernardino County; and other costs and expenses incurred on your behalf. Notwithstanding the foregoing, we do not charge for word processing, routine computer-assisted legal research, local calls, or mileage to City Hall or City offices. In exchange, when on-site, we would have the ability to use City copiers, computers, printers and telephones without charge.
8. Except as specified in Paragraph 5 above, the rate for paralegals shall be One Hundred Twenty Five Dollars (\$125) per hour and for law clerks shall be One Hundred Ten (\$110) per hour.
9. The other normal terms and conditions of our billing are set forth in the Statement of Billing Practices attached hereto.

The foregoing fee arrangement would remain in effect until December 31, 2021, and thereafter until adjusted.