

**KENNEDY & GRAVEN,  
CHARTERED**

**PROVISION OF CIVIL  
ATTORNEY LEGAL SERVICES**

**CITY OF NORTHFIELD**

**CONTACT:**

**SARAH J. SONSALLA**

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**Date: April 17, 2014**

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**PROPOSAL SUMMARY**

<b>Firm</b>	Kennedy & Graven, Chartered
<b>Attorneys</b>	33 attorneys
<b>Experience</b>	Largest law firm in Minnesota serving primarily local governments. Local government-related work constitutes over 90 percent of the firm's practice.
<b>Scope of Services</b>	All civil matters listed in section one of the Request for Proposals
<b>Proposed City Attorney</b>	Sarah J. Sonsalla
<b>Proposed Assistant City Attorneys</b>	Scott J. Riggs Doug Shaftel
<b>FEES</b>	\$4,500 per month retainer or hourly rates as shown in Exhibit E

## CITY ATTORNEY SERVICES PROPOSAL

### 2. General Information

- a. Provide a brief background history of the firm, and number of attorney(s) employed. An organizational chart or description of office organization would be helpful.

Kennedy & Graven, Chartered combines the tradition and history of two of the state's leading law firms in the fields of local government law, public finance, and development. The law firms of LeFevre, Lefler, Kennedy, O'Brien & Drawz, P.A., founded in 1958, and Holmes & Graven, Chartered, founded in 1973, combined their law practices in 1989 to form Kennedy & Graven. Since 1989, Kennedy & Graven has expanded and diversified its representation of public clients. The firm's practice continues to focus on local government law, public finance, litigation, labor and employment law, condemnation, education law and real estate.

The firm practices in all areas of municipal law, including:

City Code Enforcement	Municipal Licensing
Economic Development and Redevelopment	Municipal Litigation
Eminent Domain	Ordinance Codification and updating
Employment Law/Labor Relations	Public Bidding and Construction Law
Environmental and Superfund Law	Real Estate
General Municipal Law	Tax Increment Financing
Joint Powers Entities/Agreements	Utilities and Franchise Law
Legislative	Zoning and Land Use
Municipal Finance	

The foundation of Kennedy & Graven's success rests on solid, long-term relationships with our clients, some of whom we have represented since the 1950s. We are dedicated to the interests of our local government clients and the delivery of responsive, practical, and high-quality legal representation.

Kennedy & Graven is a professional corporation and has 33 attorneys. The firm is run by an executive committee of five shareholders who serve staggered two-year terms. A full-time office administrator is responsible for the implementation of the directives from the executive committee, and for overseeing the day-to-day operations of the firm. Secretaries are assigned to designated attorneys. Law clerks and paralegals are available to all attorneys on an as-needed basis.

Please see **Exhibit A** for a representative list of current clients.

- b. Designate the primary contact, and identify those who would be working in more specialized areas. Describe the current principle responsibilities for the individual designated as lead attorney.

The firm proposes Sarah Sonsalla to serve as the City Attorney and to be the designated primary contact.

Sarah J. Sonsalla is currently serving as the City Attorney for the cities of Lake City and Sandstone. She is also the general counsel to Local Government Information Systems (LOGIS), a joint powers intergovernmental consortium of Minnesota local government units that provides technology services. Sarah also serves as an assistant city attorney for the cities of Oakdale, Faribault, New Prague, Minnetrista, Medina, Shakopee, and Mounds View.

The firm proposes Scott J. Riggs to serve as the Assistant City Attorney.

The City Attorney may request that the City allow a matter to be assigned to a particular Kennedy & Graven attorney, if another Kennedy & Graven attorney has special knowledge or expertise for that matter. The following are examples:

Jenny Boulton – Review of bond and public finance documents  
Doug Shaftel, Peter Mikhail, Robert J. Lindall – Condemnation  
James M. Strommen – Litigation, Public Bidding, Construction Law, and Utilities  
Bob Alsop – Litigation and Employment Law  
Robert J. V. Vose – Telecommunications and Cable

- c. Include a current resume of each attorney who will be primarily assigned to City of Northfield. This information should include relevant academic training and degrees, description of prior experience in law areas described in the scope of services, number of years with the firm, areas of responsibility with the firm, and other background or experience which may be helpful in evaluating your proposal.

### **Sarah J. Sonsalla – Proposed Lead City Attorney**

Sarah Sonsalla's resume is attached to this Response at **Exhibit B**.

Sarah has 13 years of experience representing cities and townships.

Sarah earned a Bachelor of Arts degree with highest honors from the University of Wisconsin – La Crosse with degrees in Political Science and Philosophy. She received her J.D. degree from the University of Minnesota Law School in 2001. While in law school, Sarah was the Executive Editor of the Minnesota Intellectual Property Review.

She joined Kennedy & Graven in 2005 and was elected shareholder in 2009. While at Kennedy & Graven, over 90 percent of Sarah's time has been spent on municipal/local government-related matters. Prior to joining Kennedy and Graven, Sarah worked for four years as an associate for a local law firm where she practiced in municipal law, labor and employment law and real estate.

During that time, she served as the assistant city attorney for two cities (Maplewood and Taylors Falls) and the assistant township attorney for two townships (White Bear and Grey Cloud Island). She also represented numerous property owners in eminent domain proceedings and represented Minnesota Teamsters Public and Law Enforcement Employees' Union, Local No. 320 and the Minnesota State High School League.

Sarah has significant experience in drafting and reviewing ordinances, resolutions, contracts and agreements and attending all types of city council, board, commission and staff meetings. Some of her recent projects have included drafting shoreland and flood plain ordinances, drafting law enforcement services contracts, assisting cities with hazardous building/nuisance abatement actions, reviewing and drafting joint powers agreements, reviewing and drafting public improvement project contracts, drafting public notices, drafting resolutions, and recodification.

Sarah also has significant real estate experience including the drafting of real estate documents such as purchase agreements and easements and bringing quiet title actions, proceedings subsequent, and Torrens registration actions.

Sarah also has litigation experience and has provided litigation assistance to the firm's municipal clients and the League of Minnesota Cities Insurance Trust on a variety of matters including hazardous buildings, eminent domain, land use, vehicle forfeitures, and construction law. Her litigation experience includes drafting pleadings and discovery, attending depositions, drafting motions and memoranda of law and drafting appellate briefs.

### **Scott J. Riggs – Proposed Assistant City Attorney**

Scott J. Riggs' resume is attached to this Response at **Exhibit B**.

Scott is currently the city attorney for the following cities: Kenyon, West Concord, Mounds View, Faribault, New Prague and Nerstrand. His practice is concentrated in municipal law, real estate, employment law, litigation, and economic development and redevelopment law.

Scott received his B.A. in Economics and Political Science from St. Olaf College in 1988. In 1994, he received his law degree from William Mitchell College of Law. While in law school, Scott was a staff member for the William Mitchell Law Review and served as a law clerk for the League of Minnesota Cities and the League of Minnesota Cities Insurance Trust.

Prior to joining Kennedy & Graven in 1997, Scott worked for two years as a congressional staff assistant and for three years as an associate attorney with a local law firm, practicing in the areas of municipal law, civil litigation, criminal prosecution, and real estate law.

In addition to his practice, Scott has taught business law and ethics at Anoka-Ramsey Community College and Local Government Law at William Mitchell College of Law. Scott is also presently working (as co-author) on the Local Government Law section of the forthcoming new edition of the Minnesota Practice (West Publishing, Haydock & Knapp eds.) legal treatise that will be used by other municipal law practitioners in Minnesota.

## **Doug Shaftel - Proposed Assistant City Attorney**

Doug Shaftel's resume is attached to this Response at **Exhibit B**.

Doug recently joined Kennedy & Graven after moving to his wife, Mya (a graduate of Northfield High School and proud former member of its dance-line team, the Hiliners), and daughter, Corahl, back to Minnesota to be closer to their family, much of whom live in Northfield.

Doug received his law degree in 2002 from Northwestern University in Chicago, Illinois. After graduating, he joined Davis, Wright, Tremaine, LLP, an international law firm based in Seattle, Washington, where he focused on litigating soil and groundwater remediation disputes. For the subsequent seven years he was an Assistant Attorney General representing the Washington State Department of Transportation in condemnation actions, soil and groundwater cleanup actions, land use challenges to large public projects, and other real property litigation. His civil litigation experience includes conducting jury trials and arguing before state supreme courts.

Immediately prior to joining Kennedy & Graven, Doug was a Deputy Prosecuting Attorney (civil division) and lead council to a large public sewer utility. In that position, he advised the utility on public project contracting issues, federal wastewater regulation, and construction claims. He also represented the county public works department in several public nuisance actions.

Doug has significant experience with real estate transactions, including the preparation of easements, deeds and leases and the review of title work and surveys. On behalf of municipal clients, he has worked on numerous plats for private development projects. He is also a member of Kennedy & Graven's eminent domain practice group and is currently working on several condemnation actions in support of public road and trail projects.

- d. Provide information as to how many attorney(s) are knowledgeable about municipal law and related fields as described in the scope of services.

All of Kennedy & Graven's attorneys are knowledgeable about municipal law and related fields. Nine of the firm's attorneys serve as city attorneys for designated cities. Most of our attorneys have also developed unique specialized knowledge and experience in a particular area of local government law (e.g., data practices, real estate, public contracting, special assessments, open meeting law, etc.). Many have experience includes working with joint powers entities, planning commissions, charter commissions, and other boards and committees.

Kennedy & Graven is able to deliver services economically by use of a team approach that takes maximum advantage of that experience. For example, a short interoffice conference may provide an answer that could otherwise take longer to research. In addition, Kennedy & Graven's representation of many local government entities often means that the firm has reviewed an issue previously for another client.

Please see **Exhibit C** for a list of all of the Kennedy & Graven attorneys and their areas of specialty.

- e. Indicate the location of the primary office and attorney(s) assigned to service this account. Provide and address, phone number(s), email address and FAX number(s) of the firm.

Kennedy & Graven has one main office and two satellite offices. The offices are located at the following addresses:

<b>Main Location:</b>	<b>St. Paul:</b>	<b>St. Cloud:</b>
470 U.S. Bank Plaza	Lawson Commons	501 West Germain Street
200 South Sixth Street	Suite 750	Suite 320
Minneapolis, MN 55402	380 Saint Peter Street	St. Cloud, MN 56301
(612) 337-9300 telephone	Saint Paul, MN 55102	(320) 240-8200 telephone
(612) 337-9310 fax	(651) 294-3589 telephone	(by appointment)
(800) 788-8201 toll free	(by appointment)	

- f. Provide information regarding the number of paralegals by their specialties, and the number and position titles of support personnel, specifically those who may be providing services to the City of Northfield.

The firm has four public finance paralegals, two real estate paralegals, and one litigation paralegal.

The firm's support staff includes a total of 14 persons in secretary and administrative positions. Kennedy & Graven has an office administrator who oversees the day-to-day administration of the firm. During the summer months and sometimes during the year, the firm also has a law clerk on staff to assist its attorneys with various projects.

Please see **Exhibit D** for a list of Kennedy & Graven paralegals and other support personnel.

- g. Provide an assessment of the availability of the City Attorney and other professional staff to be assigned to a contract with the City of Northfield. This includes availability of back-up attorneys in case of illness, turnover, or other loss of personnel.

Sarah Sonsalla will be available to provide the services as needed for the City. She is available to attend City Council meetings on the nights currently designated by the City.

Scott J. Riggs and Doug Shaftel, as assistant city attorneys, along with a number of other attorneys in the firm would be available to provide backup as needed. The Firm's size and focus on municipal law provides extensive availability by other attorneys to provide legal services as needed.



- h. Provide a statement of how the workload of the City of Northfield would be accommodated and what kind of priority it would be given. Be sure to address items outlined in the scope of services section(s). The proposal should expand upon each item and set forth the firm's approach/ability to carry out each activity. Include a description of the proposed allocation of work between the attorney(s) and support personnel identified (i.e. who will be the lead attorney and what work will be handled by junior partners, associates, or paralegals).

The designated City Attorney, Sarah Sonsalla, would serve as the primary legal adviser to the City. She will be principal contact person for the City and will attend all meetings as requested. Sarah would personally handle the majority of legal work for the City.

Scott J. Riggs and Doug Shaftel, as designated assistant city attorneys would provide backup and be contacts for the City in the event that Sarah is not available.

Kennedy & Graven, when appropriate, uses a collective approach to deliver legal services. This could range from as simple a matter as the city attorney seeking the input of another colleague who has experience with a particular issue or area of the law to a recommendation by the city attorney to the city that another attorney in the firm handles a particular matter that matches well with his or her specialized knowledge. Regardless of which attorney is performing services on behalf of the City, Sarah will oversee the work in order to ensure that the City is receiving quality service in a timely manner.

- i. Describe your legal library and research capabilities, with specific emphasis on municipal law publications, computer links, and the firm's capability to maintain a proposed response time for legal reports and memorandums.

Kennedy & Graven maintains current versions of state statutes in its library, copies of Minnesota Rules and Session Laws, and other treatises on relevant areas of state and federal law. The firm and its attorneys also subscribe to legal periodicals ranging from general legal publications to more narrowly focused magazines like The Bond Lawyer and Municipal Law Reporter.

The firm has convenient access to publications from the Hennepin County Law Library, one of the state's most comprehensive law libraries.

The firm subscribes to Thomson-Reuters' Westlaw internet legal research which gives every attorney access to a vast array of legal resources including all state and federal statutes and cases as well as many specialty resources for local government practice.

The firm is able to maintain a fast response time for legal reports and memorandums for a variety of reasons including depth of personnel, use of law clerks, wide access to legal resources, and a centralized computer system which allows every attorney access to all of the firm legal reports and memorandums previously created.

- j. Describe malpractice insurance coverage: carrier, limits, and exceptions.

Kennedy & Graven carries professional liability insurance with Westport Insurance Corporation, with policy limits of \$5,000,000 per claim and \$5,000,000 annual aggregate.

### **3. Knowledge and Experience**

Provide information demonstrating the knowledge and experience of the primary attorney that will be assigned to the City of Northfield in the following areas:

- a. General municipal laws Sarah as well as many other firm attorneys have extensive experience in general municipal law. Sarah has been practicing general municipal law for over 13 years. She has been the city attorney for Sandstone since 2006.
- b. General state and federal laws relating to municipal government Sarah and many firm attorneys are knowledgeable of such statutes. As one example, Sarah has been a speaker on the open meeting law on several occasions.
- c. Development Issues
- i. Zoning, housing, annexation, subdivision and land use law

Sarah has significant experience in all of these areas. She has drafted zoning codes, conducted planning commission training, assisted both cities and townships in annexation matters, and drafted development agreements.

As part of its general municipal representation, attorneys at Kennedy & Graven regularly draft, interpret, and apply zoning regulations. Kennedy & Graven attorneys have drafted and reviewed hundreds of zoning ordinances pertaining to such things as shore land regulations, development moratoria, and subdivision regulations. In addition, Kennedy & Graven has codified the zoning ordinances for numerous municipalities. Three of Kennedy & Graven's attorneys have masters' degrees in urban planning.

- ii. Platting and Land Development Issues

Sarah reviews title and plats for many of the firm's municipal clients. Sarah also drafts development agreements quite frequently.

The attorneys at Kennedy & Graven have legal knowledge of platting, land use, zoning approvals and land acquisition that is often critical in the discussions that lead to a development agreement.

- iii. Eminent Domain

Sarah provides general counsel and advice on eminent domain to a number of clients. She has represented before the Minnesota Supreme Court on the issue of loss of going concern. She has

experience handling condemnation litigation. Her extensive real estate experience relates closely to issues involving eminent domain.

This is an area where other attorneys in the firm would probably assist on specific eminent domain actions, including Doug Shaftel. Kennedy & Graven handles both routine and complex condemnation proceedings. This includes public purpose challenges, quick-take challenges, severance claims, going concern claims, relocation claims and fixture value claims.

iv. MSA 429 Projects (Procedures and Appeals)

Sarah has experience assisting city staff throughout the special assessment process to ensure compliance with statutory procedures. She frequently drafts resolutions and notices that are required in the process and also has drafted numerous petitions and waiver agreements.

Other attorneys in the firm typically handle assessment appeals.

d. Economic development activities including development, redevelopment, enforcement, and property/real estate law

Sarah has an extensive real estate practice and she represents many of the firm's public clients in real estate matters. She handles conveyances, drafts easements and other real estate documents on a regular basis. She also assists clients in title clearance matters, such as quiet title actions proceedings subsequent and registration proceedings. She represents the Sandstone EDA and the Lake City EDA.

Kennedy & Graven's attorneys have served as development counsel throughout Minnesota and has negotiated hundreds of development/redevelopment contracts and assisted in every aspect of such transactions, from real estate to environmental matters to finance. Attorneys at Kennedy & Graven have extensive experience in all aspects of real estate development.

e. Municipal Financing – Specify whether the firm is a recognized bond counsel and plans to serve in that capacity in the proposed representation

Sarah is very familiar with the different types of public finance available to local government and often answers general questions on finance matters.

Kennedy & Graven is one of the state's most active firms in public financing, tax increment financing, development, and redevelopment matters and has assisted the City of Northfield with these matters in the recent past. The firm has negotiated and drafted hundreds of agreements for public entities in Minnesota and throughout the Midwest. In addition, our attorneys provide general and special finance counsel for municipalities across Minnesota.

i. Minnesota tax increment law;

Sarah is familiar with the TIF laws and answers general questions relating to it on a regular basis.

Kennedy & Graven has a particular strength in the area of tax increment financing (TIF), having served as bond or development counsel for hundreds of projects in the past 20 years. Attorneys at the firm have helped create every type of TIF district and have used many financing mechanisms within TIF districts, including bonds, notes, and internal loans. Attorneys at Kennedy & Graven have served as primary development counsel in some of the largest, most complex TIF-financed projects in the State of Minnesota, including the Excelsior & Grand housing/retail complex in St. Louis Park, West Ridge Market, and Glen Lake projects in Minnetonka, the Mall of America in Bloomington, and the Northwest Airlines maintenance facility in Duluth.

In addition, Kennedy & Graven has played a major role in shaping the tax increment statute. The firm's attorneys helped draft portions of the original statute in 1979 and have participated in revisions in almost every legislative session since then. Kennedy & Graven's attorneys are additionally familiar with the special challenges and opportunities that occur with pre-1990 TIF districts. Finally, the firm's attorneys have assisted many cities and authorities in drafting and securing adoption of numerous special bills related to TIF.

ii. Municipal bonds: General obligation bonds, revenue bonds, tax increment bonds, tax exempt bonds, and other bonding and financial processes

Kennedy & Graven has acted as bond counsel throughout the United States and for over 250 public entities in Minnesota. Kennedy & Graven and seven of its attorneys are members of the National Association of Bond Lawyers and are listed in the Municipal Bond Attorneys of the United States section of "The Bond Buyer's Directory" ("Red Book"). Kennedy & Graven's attorneys have a broad base of experience in connection with the issuance and sale of public debt, at the local, regional, and state levels. Attorneys at Kennedy & Graven have acted as bond counsel, underwriter's counsel, company counsel, and issuer's counsel in issues of general obligation bonds, tax increment revenue bonds, industrial development bonds, and single family and multifamily housing bonds.

Kennedy & Graven is currently not serving as the City's bond counsel, but would be happy to provide those services if they are desired by the City.

iii. Demonstrate knowledge of collection law and municipal finance and purchasing.

Sarah frequently assists the firm's municipal clients with collecting unpaid utility bills and other collection matters, including representation in matters where there is a bankruptcy involved.

f. Ordinance and resolution development and interpretation

Sarah drafts ordinances and resolutions on many subjects on a frequent basis. She most recently drafted a tobacco ordinance, e-cig ordinance, fireworks ordinance, and a parade ordinance.

g. Government Data Practices

Sarah is the firm's designated attorney to assist clients with data practices matters. She frequently assists many of the firm's clients on responding to requests and drafts policies.

h. City Charter and City Code issues

Sarah represents Lake City which is a charter city. Sarah is currently assisting the Chart Commission with a recoding of several section of its charter. She attends charter commission meetings on a monthly basis. Sarah is also in the process of working on the recodification of the Lake City, Faribault and Shakopee city codes.

i. Contract law

Sarah reviews and drafts contracts.

j. Environmental law

Sarah assists clients with environmental issues often. She is currently assisting a client with removal of petroleum tanks.

Doug Shaftel has significant experience handling environmental law matters.

k. Franchise law

i. Interpretation of cable television franchise authority

Sarah understands the general issues related to these matters.

ii. Water/wastewater, electric and other miscellaneous utilities, and related laws/regulations.

Sarah drafts utility easements on a frequent basis. She also provides advice on utility matters such as for the city of Kenyon.

Kennedy & Graven represents numerous cities throughout the state on cable franchising, right-of-way, and other utility matters. In addition, the firm represents the Suburban Rate Authority (SRA), a joint powers organization consisting of 31 metropolitan area suburban municipalities. The SRA regularly intervenes in rate cases before the Minnesota Public Utilities Commission, which involve Xcel Energy, CenterPoint, Qwest, and other utilities as parties. Kennedy & Graven represents various municipal utility commissions, including the Kenyon Municipal

Utility Commission, which includes an electric generating facility. The firm also represents a number of cable commissions throughout Minnesota.

Several of Kennedy & Graven's attorneys have broad experience regarding issues such as utility rates, utility rate design, franchise negotiation, and use of the right-of-way by utility users. Kennedy & Graven's significant experience in land use and utility matters has also created a depth of knowledge in the wireless telecommunications issues facing local governments, such as tower and antenna leases on public property and zoning of such facilities on private property.

l. Municipal leases

Sarah reviews and drafts leases on a frequent basis. She just drafted a lease for a city to lease its old public works facility.

m. Trial activity

Sarah has appeared in court for trial on tax matters and utility forfeitures.

p. Municipal Litigation - Describe any municipal litigation handled in the last five years. Indicate the types of cases tried.

Sarah has handled hazardous building matters, Torrens registration proceedings, quiet title actions, proceedings subsequent and nuisance abatement.

Kennedy & Graven engages in a substantial and varied litigation practice. Attorneys at Kennedy & Graven perform a substantial amount of defense work for the League of Minnesota Cities Insurance Trust and perform defense work for the Minnesota Association of Townships Insurance and Bond Trust. The firm also represents cities directly in litigation. Kennedy & Graven's primary areas of litigation practice are eminent domain, land use, real estate, franchise/utility/telecommunications, construction law, and general municipal matters. If a detailed listing of all such litigation handled in the last five years is desired by the City, the firm would be happy to provide this information.

**4. Specialized Issues**

Any areas of specialty that may relate to municipal law may be outlined in this section.

The firm practices in every major area of local government law. Please visit [www.kennedy-graven.com](http://www.kennedy-graven.com) for more information on our practice areas.

## 5. References

The following are three references for Sarah Sonsalla.

Sam Griffith  
City Administrator  
City of Sandstone  
320-245-5241  
[samg@sandstonemn.com](mailto:samg@sandstonemn.com)

Scott Jensen  
Interim City Administrator  
City of Lake City  
651-345-6813  
[sjensen@ci.lake-city.mn.us](mailto:sjensen@ci.lake-city.mn.us)

Mike Garris  
Executive Director  
LOGIS  
763-543-2699  
[mgarris@logis.org](mailto:mgarris@logis.org)

## 6. FEES

Identify in your proposal the amount your firm proposes to charge for the following: Please provide billing information for a period of three years to the attached form. Fees for the two one-year extensions will be negotiated. Please note that the City of Northfield is requesting fees to be submitted with two options: Options "A": retainer plus hourly fees and Option "B" hourly fees for all work without retainer.

Please see Exhibit E attached.

Kennedy & Graven will provide detailed monthly billing statements that would include all of the information set forth in the Request for Proposals.

## 7. Conflict of Interest Statement

- a. Indicate whether your firm currently represents, or has represented any client where representation may conflict with your ability to serve as City Attorney for the City of Northfield.

Kennedy & Graven is not aware of any client we represent, or have represented, that would cause a conflict in our ability to provide legal services to the City.

- b. Indicate if your firm currently represents any real estate developers doing business with, or anticipating doing business with, the City of Northfield.

One attorney in the firm represents the Pentom Land Company and Pratt Construction, Inc. in a limited amount of matters, none of which are in cities that the firm represents. To the firm's knowledge, neither of these clients has any connection to real estate in Northfield. The firm represents no other developers.

- c. Indicate whether you currently represent any other local units of government having jurisdiction within, or contiguous to the Northfield.

Kennedy & Graven currently represents the Dakota County CDA in a utility matter and currently provides bond related work to the City of Dundas.

- d. Indicate what procedures your firm would utilize to identify and resolve conflicts of interest.

Kennedy & Graven has a computerized conflict-checking system that is used to identify potential conflicts. The system maintains a database containing the names of all clients of the firm and any opposing parties. This database is checked each time that the firm opens a new matter, even if it is for an existing client. If a potential conflict is found to exist, the firm notifies each client. If an actual conflict exists, the firm will withdraw from representing both clients unless they both consent to the firm's representation.

**8. Other Information**

The firm has provided various bond and public finance services to the City.

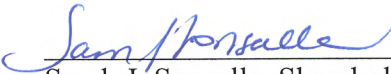
**9. Conclusion**

We believe that our firm is without an equal in terms of the depth and quality of municipal legal services we offer. We believe our experience permits us to provide the highest quality legal services to cities in the most cost-effective and efficient way.

Thank you for this opportunity to offer Kennedy & Graven's services to your city. Please feel free to contact me if you have any questions or need any additional information.

**KENNEDY & GRAVEN, CHARTERED**

Dated: April 17, 2014

By:   
\_\_\_\_\_  
Sarah J. Sonsalla, Shareholder  
Kennedy and Graven, Chartered



**EXHIBIT A**

**REPRESENTATIVE CLIENTS: CITIES/TOWNS/OTHER ENTITIES**

**Designated City Attorney for the following cities:**

City of Belle Plaine	City of New Brighton
City of Biscay	City of New Prague
City of Brooklyn Center	City of Oak Grove
City of Brooklyn Park	City of Oakdale
City of Cokato	City of Pine Island
City of Crystal	City of Rice
City of Faribault	City of Richfield
City of Franklin	City of Robbinsdale
City of Independence	City of Rosemount
City of Kenyon	City of Sandstone
City of Lauderdale	City of Shakopee
City of Lake City	City of Victoria
City of Medina	City of Wahkon
City of Minnetrista	City of Watson
City of Mound	City of West Concord
City of Mounds View	
City of Nerstrand	

**Special counsel on an on-going basis to dozens of cities, counties, joint powers organizations, and other public bodies, including:**

City of Blackduck	City of Minneapolis
City of Bloomington	Minneapolis Community Planning and Economic Development Department
City of Burnsville	City of Minnetonka
City of Cokato	City of Owatonna
City of Columbia Heights	City of Rochester
City of Duluth	City of Saint Paul
City of Dundas	City of Staples
City of Hopkins	League of Minnesota Cities
City of Inver Grove Heights	Minnesota Association of Townships
City of Lake City	
City of Marshall	

**General Counsel to the following Economic Development Authorities, Housing and Redevelopment Authorities, and Port Authorities:**

City of Belle Plaine  
City of Bloomington  
City of Brainerd  
City of Brooklyn Center  
City of Burnsville  
City of Chanhassen  
City of Columbia Heights  
City of Crystal  
City of Faribault  
City of Kenyon  
City of Lake City  
City of Lino Lakes

City of Marshall  
City of Medina  
City of Minnetrista  
City of Monticello  
City of Mound  
City of Richfield  
City of Robbinsdale  
City of Rosemount  
City of St. Louis Park  
City of Sandstone  
City of Shakopee

**General Counsel to Special Purpose Entities:**

Apple Valley, Rosemount, Farmington  
Communications Commission  
Arlington, Gaylord Cable Commission  
Lake Minnetonka Conservation District  
Lake Minnetonka Communication  
Commission  
Local Government Information Systems  
(LOGIS)  
Southern Minnesota Cable Commission  
Suburban Rate Authority (SRA)  
Minnesota Valley Transit Authority  
Quad Cities Communications Commission

Watershed Management Commissions  
Lower Rum River, Middle Mississippi River,  
Middle St. Croix, Shingle Creek, Vadnais  
Lakes, West Mississippi

**Townships in Minnesota:**

List available upon request.

**EXHIBIT B**  
**ATTORNEY RESUMES**



## Sarah J. Sonsalla

MUNICIPAL LAW, REAL ESTATE,  
LABOR AND EMPLOYMENT LAW

J.D. (Dean's List), University of Minnesota Law School, 2001  
B.A. (Highest Honors), Philosophy and Political Science,  
University of Wisconsin-La Crosse, 1998

### PRIMARY PRACTICE AREAS

Sarah Sonsalla is a Shareholder at Kennedy & Graven. Sarah has over 10 years' experience in representing cities and townships. Sarah is currently the city attorney for the City of Sandstone and general counsel for Local Government Information Systems (LOGIS). Sarah has significant experience in drafting and reviewing ordinances, resolutions, and contracts and attending all types of city council, town board, commission and staff meetings. Sarah also has significant real estate experience including drafting real estate documents such as purchase agreements, easements, and deeds and bringing quiet title actions, proceeding subsequent actions and Torrens registration actions.

### BACKGROUND

Sarah received her B.A. in Philosophy and Political Science from the University of Wisconsin – La Crosse in 1998. She received General Honors along with Departmental Honors in Philosophy and Political Science. In 2001, Sarah received her J.D. from the University of Minnesota Law School. During law school, Sarah served as the Executive Editor of the Minnesota Intellectual Property Review. She also worked as a law clerk for two personal injury law firms. After law school, Sarah practiced for four years at a law firm in St. Paul as an associate attorney, practicing primarily in the areas of municipal law, labor and employment law, and real estate before joining Kennedy & Graven as an associate attorney in 2005.

### MEMBERSHIPS AND PROFESSIONAL ACTIVITIES

Sarah is a member of the Minnesota State Bar Association, Ramsey County Bar Association, the International Municipal Lawyers Association (IMLA) and Minnesota Women Lawyers. Sarah served as a member of the Second Judicial District Ethics Committee from 2003-2007. Sarah presently serves on the Ramsey County Bar Association's Youth & The Law Committee and mentors law students at the University of St. Thomas Law School.

### PERSONAL

Sarah enjoys running, biking, and downhill skiing. She also enjoys playing the trumpet and has participated in many different bands. Sarah lives in Woodbury with her husband and two children.

*“Working with local governments is very rewarding for me because the projects that I work on have the potential to benefit not only a select group of people, but the general public. In working on these projects, I have found that all of my colleagues at Kennedy & Graven are great resources due to their extensive knowledge of local government law. This allows me to serve our clients efficiently and effectively.”*



## Scott J. Riggs

MUNICIPAL LAW  
ECONOMIC DEVELOPMENT AND REDEVELOPMENT  
EMPLOYMENT LAW  
LITIGATION

J.D., William Mitchell College of Law, 1994  
B.A., St. Olaf College, 1988

### PRIMARY PRACTICE AREAS

Scott Riggs is a shareholder in the firm of Kennedy & Graven, Chartered and practices in the areas of Municipal Law, Economic Development and Redevelopment, Employment Law, and Litigation. He is currently the city attorney for the cities of Faribault, Kenyon, Mounds View, Nerstrand, New Prague, and West Concord. He is also involved in the firm's representation of other cities, various economic development agencies, a utility commission, a cable commission, and various townships.

### BACKGROUND

After graduating from college, Mr. Riggs served as a staff assistant for Congressman James L. Oberstar, first in Washington, D.C., and then in Duluth, Minnesota (1987-1990). While in law school, he was a staff member on the William Mitchell Law Review. As a legal research assistant for the League of Minnesota Cities (1990-1992), he worked with federal, state, and local officials on legislation issues affecting cities. He then went on to clerk at the League of Minnesota Cities Insurance Trust (1992-1994). In 1994, he began three years of practice at Hoff, Barry & Kuderer, P.A., in Eden Prairie, where, in addition to his emphasis on municipal law, he practiced in the areas of criminal prosecution, real estate, and civil litigation. He joined Kennedy & Graven in March of 1997.

### MEMBERSHIPS AND PROFESSIONAL ACTIVITIES

Mr. Riggs is a member of the Minnesota State and Hennepin County Bar Associations. He was previously an Adjunct Instructor in Business Law, teaching "The Legal Environment of Business" at Anoka-Ramsey Community College (1997-2001), and is an Adjunct Professor of Law, teaching "Local Government Law" at William Mitchell College of Law (1999, 2001 and 2003 Spring Semesters). Mr. Riggs co-authored, with Floyd B. Olson and Daniel J. Greensweig, the article: "The Future of Impact Fees in Minnesota" (24 Wm. Mitchell L. Rev. 635 (1998)). Mr. Riggs is also working on a Local Government Law section for a forthcoming new edition of the Minnesota Practice (legal reference series).

### PERSONAL

Scott Riggs is active in Habitat for Humanity and the Metro Paint-A-Thon. He and his wife, Jocelyn, have four daughters. He enjoys coaching youth hockey and soccer.

*"I enjoy the wide-ranging practice available at Kennedy & Graven, from advising suburban cities to the unique development issues confronting agricultural communities. The breadth of experience present at Kennedy & Graven, and the teamwork approach to municipal representation, permits me to quickly respond to any new issues facing cities."*



## Douglas D. Shaftel

REAL ESTATE  
EMINENT DOMAIN  
ENVIRONMENTAL LAW

J.D. (Deans List), Northwestern University, 2002  
B.A. (cum laude), History, University of Colorado, Boulder, 1997

### PRIMARY PRACTICE AREAS

Doug Shaftel is an associate and Kennedy & Graven, Chartered, and practices in the areas of real estate, eminent domain, and environmental law.

### BACKGROUND

Prior to joining Kennedy & Graven, Doug worked for over seven years as an Assistant Attorney General representing the Washington State Department of Transportation on eminent domain, environmental, land use and real estate matters. On behalf of public entities, he has litigated dozens of real property disputes in state and federal trial and appellate courts, including complex condemnation actions, challenges to land use decisions and construction claims. As a Deputy Prosecuting Attorney in Pierce County, the second-most populous county in Washington State, Doug acted as lead counsel to both the county sewer utility and road design divisions, which he advised on an array of real estate and public contracting issues. Doug's environmental experience includes representing telecommunications, energy and public clients in disputes over costs of soil and groundwater remediation work. He has also overseen the performance of Phase I and II environmental assessments related to real property conveyance.

### MEMBERSHIPS AND PROFESSIONAL ACTIVITIES

Doug is admitted to practice law in the states of Minnesota, Washington, in the U.S. District Court, Western District of Washington, and the U.S. Court of Appeals, Ninth Circuit. He is a member of the Minnesota State Bar Association and the Hennepin County Bar Association.

### PERSONAL

Born and raised in Anchorage, Alaska, Doug enjoys a variety of winter activities, including cross-country and downhill skiing. In the summer, he keeps active by swimming, running and biking. Doug lives in Richfield with his wife, Mya, and daughter, Corahl.

*"I take pride in providing public sector clients the quality representation necessary to achieve their important missions. At Kennedy & Graven, I am able to do so by collaborating with attorneys who have exceptional knowledge and experience in their respective areas of practice."*

## EXHIBIT C

### ATTORNEY LIST

Kennedy & Graven has **33** lawyers. Complete resumes of all of the Firm's attorneys are available on the Firm website at [www.kennedy-graven.com](http://www.kennedy-graven.com). The following is a summary of each attorney's areas of practice and representative clients:

<b>Robert A. Alsop</b> <i>Shareholder</i>	28 years experience; Employment Law, Housing Law, Litigation (Scott County CDA, Belle Plaine)
<b>Ronald H. Batty</b> <i>Shareholder</i>	34 years experience; Economic Development & Redevelopment, Municipal Law (Medina, Minnetrista)
<b>Jenny S. Boulton</b> <i>Shareholder</i>	16 years experience; Economic Development & Redevelopment, Municipal Bonds, Public Finance (Elk River, Meeker County EDA)
<b>Stephen J. Bubul</b> <i>Of Counsel</i>	27 years experience; Economic Development & Redevelopment, Municipal Bonds, Public Finance (St. Louis Park, Burnsville)
<b>Robert C. Carlson</b> <i>Of Counsel</i>	41 years experience; Business Law
<b>Julie Eddington</b> <i>Shareholder</i>	18 years experience; Municipal Bonds, Public Finance (Minneapolis, Wanamingo)
<b>Gina Fiorini</b> <i>Associate</i>	2 years experience; Municipal Bonds, Public Finance
<b>Troy J. Gilchrist</b> <i>Shareholder</i>	23 years experience; Municipal Law, Township Law (Denmark Township, Greater Bemidji Area Joint Planning Board)
<b>Martha N. Ingram</b> <i>Shareholder</i>	10 years experience; Economic Development & Redevelopment, Municipal Bonds, Public Finance (St. Louis Park EDA, Jordan)
<b>Benjamin W. Johnson</b> <i>Shareholder</i>	14 years experience; Municipal Bonds, Public Finance (Anoka County)
<b>Charles L. LeFevere</b> <i>Shareholder</i>	39 years experience; Municipal Law (Rosemount, Brooklyn Center)
<b>Robert J. Lindall</b> <i>Shareholder</i>	45 years experience; Eminent Domain, Environmental Law, Real Estate Law (Bloomington, Minneapolis)
<b>Charles E. Long</b> <i>Shareholder</i>	21 years experience; School Law (Mountain Lake Public Schools, Eastern Carver County School District)

<b>Gregory S. Madsen</b> <i>Shareholder</i>	32 years experience; Employment Law, School Law (Minnetonka Schools, Watertown-Mayer Schools)
<b>Melissa J. Manderschied</b> <i>Shareholder</i>	8 years experience; Municipal Law (Robbinsdale, Mound, Brooklyn Park)
<b>Peter G. Mikhail</b> <i>Shareholder</i>	20 years experience; Litigation (LMCIT, St. Paul, Minneapolis, Bloomington, Duluth)
<b>Michael T. Norton</b> <i>Shareholder</i>	36 years experience; Economic Development & Redevelopment, Municipal Law, Real Estate Law (Crystal, Victoria)
<b>Gloria Blaine Olsen</b> <i>Of Counsel</i>	36 years experience; Employment Law, School Law (Independent School District, #197, Winona Area Public Schools)
<b>Timothy R. Palmatier</b> <i>Shareholder</i>	20 years experience; School Law (Anoka-Hennepin Public Schools, Minnetonka Public Schools)
<b>Rylee Retzer</b> <i>Associate</i>	11 years experience; Municipal Law and Litigation
<b>Scott J. Riggs</b> <i>Shareholder</i>	21 years experience; Municipal Law, Real Estate Law, Township Law (Faribault, Kenyon, Mounds View, New Prague)
<b>Doug Shaftel</b> <i>Associate</i>	11 years experience; Real Estate, Condemnation, Environmental Law
<b>Rhonda Skoby</b> <i>Shareholder</i>	8 years experience; Economic Development & Redevelopment, Financing Transactions, Public Finance (Anoka County, Robbinsdale)
<b>Sarah J. Sonsalla</b> <i>Shareholder</i>	13 years experience; Real Estate Law, Employment Law, Municipal Law (LOGIS, Lake City, Sandstone)
<b>James M. Strommen</b> <i>Shareholder</i>	31 years experience; Litigation, Public Utility Law (Suburban Rate Authority, LMCIT)
<b>James J. Thomson</b> <i>Shareholder</i>	38 years experience; Litigation, Municipal Law (Brooklyn Park, Shakopee, LMCIT)
<b>Mary D. Tietjen</b> <i>Shareholder</i>	17 years experience; Employment Law, Municipal Law, Litigation (Montrose, New Brighton, Rosemount)
<b>Susan E. Torgerson</b> <i>Shareholder</i>	28 years experience; Litigation, School Law (North St. Paul Schools, Hibbing School District)
<b>John Utley</b> <i>Shareholder</i>	37 years experience; Municipal Bonds, Public Finance (Minneapolis, Bloomington)



**Robert J.V. Vose** 20 years experience; Municipal Law, Public Utility Law (Belle  
*Shareholder* Plaine, Pine Island, Oak Grove, Independence)

**Maggie R. Wallner** 26 years experience; Employment Law, Litigation, School Law  
*Shareholder* (Stillwater School District, Eden Prairie School District)

**Larry M. Wertheim** 38 years experience; Real Estate Law (Lifetime Fitness, Inc.)  
*Shareholder*

**Bonnie L. Wilkins** 28 years experience; Real Estate Law (Lifetime Fitness, Inc.)  
*Of Counsel*

## **EXHIBIT D**

### **LIST OF PARALEGALS AND SUPPORT PERSONNEL**

#### **Paralegals**

Cathy Rocklitz – 32 years experience; Real Estate and Eminent Domain

Terry Berg – 15+ years experience; Public Finance

Nancy England – 20+ years experience; Real Estate

Toni Decker – 20+ years experience; Litigation

Barbara Skaar – 20+ years experience; Public Finance

Ellen Gerdts – 5+ years experience; Public Finance

Kim Ganley – 20+ years experience; Public Finance

#### **Other Support Personnel**

Neil Simmons – Office Administrator

Shanna Schnabel – Accountant

Anjonette Scott – Accounting Assistant

Andrea Larson – Receptionist/Building Facilities

Steve Perry – Facilities Assistant

Catherine Hansen – Administrative/Records/Library

Adam Wattenbarger – Law Clerk

Patricia Boegeman – Secretary

Debra Casaw – Secretary

Grace Koebnick – Secretary

Lisa Larson – Secretary

Diana G. Lorentzen – Secretary

Cathy Rekuski – Secretary

Jean Short – Secretary

Jamie Weigt – Secretary

**EXHIBIT E**

**PROPOSED FEES**

<b><u>OPTION A</u></b>	
Retainer + Hourly Fees (Years 2014-2016) Retainer to include services listed in Section One, items 1-29.	
Retainer monthly payment	\$4,500
Hourly Fees For services described in Section One, items 30-44 and not otherwise described in items 1-29.	
i. Attorneys	\$155
ii. Paralegals	\$110
iii. Law clerks	\$95

<b><u>OPTION B</u></b>	
Hourly Fees For services described in Section One, items 1-29.	
i. Attorneys	\$140
ii. Paralegals	\$105
iii. Law clerks	\$90
For services described in Section One, items 30-44 and not otherwise described in items 1-29.	
i. Attorneys	\$155
ii. Paralegals	\$110
iii. Law clerks	\$95

<b>Cost Items to be Billed for either Option A or Option B</b>	
Photocopies	\$.10 per copy
Westlaw Research	\$3.00 per minute or actual cost
Postage and Messenger Fees	Actual cost
Mileage	IRS reimbursement rate
Filing fees or other disbursements paid on behalf of the City	Actual Cost