

**SCOPE OF SERVICES FOR WENDEL ROSEN BLACK AND DEAN LLP
SERVING AS HAYWARD GHAD CLERK/LEGAL COUNSEL
(August 2016)**

I. INTRODUCTION.

A geological hazard abatement district (“GHAD”) is an independent, state-level public agency that oversees geologic hazard prevention, mitigation, abatement and control. A “geologic hazard” is broadly defined as an actual or threatened landslide, land subsidence, soil erosion, earthquake, fault movement or any other natural or unnatural movement of land or earth.

On November 17, 2015, the City Council of the City of Hayward adopted Resolution No. 15-224 declaring its intent to be subject to the laws governing geologic hazard abatement districts (“GHAD Law”). Consistent with GHAD Law, on March 1, 2016, the City Council adopted Resolution No. 16-030 approving the formation of the Hayward Geological Hazard Abatement District (“Hayward GHAD”), appointing itself to serve as the GHAD Board of Directors and stating that the GHAD will be responsible for hiring its own staff. On May 17, 2016, the GHAD Board adopted Resolution No. 16-001 appointing the Chairperson, Clerk/Legal Counsel, Treasurer and Manager for the Hayward GHAD.

As stated in GHAD Law, a geologic hazard abatement district is a political subdivision of the state; it is not an agency or instrumentality of a local agency. As such, the Hayward GHAD is an independent district separate and distinct from the City of Hayward. Consistent with Resolution No. 16-030 and GHAD Law, this scope of services is prepared for the GHAD Clerk/Legal Counsel.

II. SCOPE OF SERVICES FOR GHAD CLERK/LEGAL COUNSEL.

The GHAD Clerk/Legal Counsel shall serve as the GHAD Clerk and Legal Counsel. The Clerk roles include securing GHAD Board meeting dates, creating agendas and distributing all necessary notices of public meetings, documents and staff reports to the GHAD Board and as required, to all interested parties. The GHAD Clerk shall keep records of the proceedings of the meetings and is responsible for maintaining the official records of GHAD proceedings. The GHAD is subject to the provisions of the Ralph M. Brown Act and the Clerk is responsible for clerical roles under the Brown Act.

The Legal Counsel role includes providing legal advice to the Hayward GHAD in accordance with GHAD Law, the GHAD Plan of Control, and policies and guidelines that may be adopted by the Hayward GHAD Board. In this role, the Attorney is also responsible for advising the GHAD Board, if it so desires, in the creation of its own rules, regulations and policies in accordance with GHAD Law. Such rules, regulations and policies may relate to awarding of contracts for services, the application of prevailing wages, conflict of interest provisions, filing claims with the GHAD, and investment criteria. The Attorney shall review all official documents (i.e., plan of control and any amendments thereto, engineer’s report and any amendments thereto, contracts, agreement, claims, reports, resolutions) presented to the GHAD Board.

Additional the Legal counsel will consultate with the GHAD Manager and GHAD Treasurer in assuring the plan of control is implemented and the GHAD Board is provided with all necessary documents to make informed decisions.

In working with the GHAD Manager and Treasurer, the GHAD Clerk/Legal Counsel shall provide the following to the GHAD Board:

1. Prior to the GHAD improvements being transferred to the GHAD in accordance with the applicable plan of control, an annual update summarizing the number of homes subject to the GHAD assessment, the amount collected from the assessment and any other information available on GHAD activities.

2. On or about the time the GHAD accepts the GHAD improvements and acquires monitoring and maintenance responsibilities as described in the transfer section of the adopted plan of control, and prior to April 30 of every subsequent year, the following shall be provided:

A. A proposed budget explaining how the GHAD budget funds are to be expended.

B. An update (either by written communication or at a GHAD Board meeting) explaining the operations of the GHAD including but not limited to (a) the tasks that have been undertaken by GHAD staff in accordance with the plan of control, (b) the number of units in the GHAD, (c) the current assessment amount being levied, and (d) the balance in the GHAD account.

The GHAD Legal Counsel only advises the GHAD Board, GHAD Manager, GHAD Treasurer and other GHAD staff or officers that may be appointed by the GHAD Board in the future. The Attorney will attend all GHAD Board meetings.

Hourly rate for the GHAD Clerk/Legal Counsel is \$480/hour and is subject to annual adjustments. The developer/property owner shall be responsible for paying all fees and costs up and until an application from the developer/property owner for transfer of GHAD Improvements (to be defined in the Plan of Control) is filed with the GHAD Manager. Thereafter, the GHAD shall be responsible for the payment of the GHAD Clerk/Legal Counsel services.