ATTORNEY-CLIENT PRIVILEGED MEMORANDUM
FOR
POTENTIAL ENGAGEMENT OF COUNSEL

TO: PROSPECTIVE OUTSIDE COUNSEL

FROM: THE LOS ANGELES CITY ATTORNEY'S OFFICE

DATE: AUGUST 4, 2026

RE: SUPPLEMENTAL REQUEST FOR PROPOSALS (RFP) FOR COUNSEL TO PROVIDE ADVICE AND LITIGATION SERVICES RELATED TO THE CITY'S APPROVAL OF PRIVATE DEVELOPMENT PROJECTS AND/OR ENVIRONMENTAL REVIEW OF CITY PROJECTS
[RESPONDENTS TO PREVIOUS RFP #229168, ISSUED APRIL 2026, NEED NOT REAPPLY BUT MAY SUBMIT ADDITIONAL INFORMATION]

Both small and large firms with competitive rates are encouraged to apply.

Firms may respond to act as counsel for the City of Los Angeles (City).

All materials shall become a part of the proposal and may be incorporated into a subsequent contract with the City.

Please submit your proposal electronically to the following recipients no later than **5:00 p.m. on Friday, August 21, 2026** with the subject heading "RFP for Counsel re: CITY'S APPROVAL OF PRIVATE DEVELOPMENT PROJECTS":

anne.haley@lacity.org, kathryn.phelan@lacity.org, edwin.vargas@lacity.org

All forms referred to in this RFP are available at the Regional Alliance Marketplace for Procurement (RAMP), at www.rampla.org. Please go on RAMP to register your firm and to complete the relevant City Contracting Requirements.

Procedural questions regarding this RFP shall be directed to Anne Haley at *anne.haley@lacity.org*.

I. CONFIDENTIALITY

The information in this memorandum is intended to be and shall be regarded as an attorney-client privileged communication. The City contemplates that this communication will be received in confidence and will be securely maintained by the recipient in full conformance with attorney-client privilege and the holding in *Benge v. Superior Court* which states as follows:

> "... there is no requirement that the attorney actually be employed in order to create an attorney client relationship. Evidence Code section 951 states the prevailing view that a person may discuss a potential legal problem with an attorney for purposes of obtaining advice or representation and statements made are

privileged whether or not actual employment ensues." (citations omitted) [*Benge v. Superior Court* (1982) 131 Cal.App.3d 336, 345; 182 Cal.Rptr. 275, 280.]

The information set forth in this memorandum is confidential and is intended only for use by the proposer to assist in the selection process by the Los Angeles City Attorney's Office in connection with the firm's proposal for the potential formation of a legal services contract between the proposer and the City. Should a proposer receiving this information determine that it represents a party that is adverse to the City of Los Angeles or should any receiving firm determine that it otherwise possesses any actual or potential conflict of interest which may not be waived, it is requested that the confidentiality of this memorandum be strictly maintained and that all copies of the memorandum in the possession of any such firm be immediately returned to Anne Haley, Assistant City Attorney, at the City of Los Angeles address set forth at the conclusion of this RFP, with a copy sent to Kathryn Phelan, Assistant City Attorney, address also set forth at the conclusion of this RFP.

Should any proposer receiving this memorandum reasonably believe that a waivable potential conflict may exist by reason of its representation of some other entity, the Los Angeles City Attorney's Office requests that this memorandum not be shared with any other represented entity, and if a question exists regarding any potential conflict of interest, pursuant to Rule 1.7 of the California Rules of Professional Conduct, that the firm scrupulously observe the requirements of Section 6068(e) of the California Business and Professions Code and uncompromisingly maintain fully the confidentiality of this document. Any questions in connection with issues of conflicts of interest should be addressed to Anne Haley, Assistant City Attorney, at (213) 978-8100 or at anne.haley@lacity.org.

II. THE PROPOSED SERVICES

The City Attorney's Office is soliciting proposals from qualified law firms to assist the City Attorney's Office in providing legal services to the City, related to the approval and issuance of entitlements and permits by City Departments, including but not limited to the City Planning Department, the Department of Building and Safety, the Bureau of Street Services (including the Urban Forestry Division), and the Bureau of Engineering, or City Commissions, Boards, or Committees, or the City Council, which allow or facilitate private development or involve environmental review of City projects. Entitlements and permits may include but are not limited to subdivision maps, zone changes, code amendments, conditional use permits, tree permits, development-related public works permits (B-permits), haul routes, development agreements, contracts, and building permits. Environmental review of City projects may include CEQA or NEPA review to allow the funding, contracting, or other action to approve City projects.

Counsel will be expected to provide as-needed litigation support in lawsuits challenging the City's issuance of entitlements and permits for private development, or approving CEQA or NEPA for City projects, including defending writs, complaints, preparing the administrative record, and responding to and propounding discovery. Counsel may also be expected to provide advice on the City's pre-approval or pre-litigation compliance with the California Environmental Quality Act, National Environmental Policy Act, State

Planning and Zoning law, the Subdivision Map Act, or other requirements for the development of private property.

The firm(s) selected will need to have demonstrated expertise in litigating issues relating to CEQA and land use requirements to develop real property.

Counsel should have expertise in the following areas:

- The California Environmental Quality Act;
- State land use and planning laws, including the Housing Accountability Act, State Density Bonus laws, and the Subdivision Map Act;
- Constitutional doctrines applicable to a City's approval of private development;
- City of Los Angeles codes and rules, including the Los Angeles City Charter, the Los Angeles Municipal Code, and the Los Angeles Administrative Code;
- Knowledge and experience in representing municipal agencies and general legal rules and principles municipal agencies are subject to, including the Brown Act and the Public Records Act;
- Ability to provide other related legal services as requested by the City, including, but not limited to expert witness retention and management, court appearances, mediation representation, and trial representation;
- Appropriate staffing to manage and review potentially large records and/or large amounts of discovery; and
- Demonstrated cost effective management of complex CEQA and land use lawsuits.

The duties of the awarded firm(s) will include advising the City related to litigation, or actions under the specific scope of work; evaluating the City's legal position; assisting the City in its defense to any administrative actions or litigation related to the City's approval of development projects and land use approvals or environmental review of City projects (including but not limited to responding to regulatory requests and/or environmental audits, assisting in judicial and/or non-judicial/settlement resolution of any governmental proceedings; engaging in law and motion practice; responding to and propounding discovery requests and conducting or preparing witnesses for depositions; engaging in expert discovery and retention of testifying and non-testifying experts; and defending the City in any administrative or governmental proceedings, judicial hearings, or trial, if necessary). The awarded firm(s) will also be expected to keep up to date on all relevant developments in the law and to advise the City as necessary to maintain or enhance compliance with applicable permits and regulations.

Proposers should submit a list of matters that they have handled for, or on behalf of, clients and the disposition of those matters that demonstrate their relevant experience.

This proposal process is designed to select the most suitable firm(s) to assist the City and related entities, and the Los Angeles City Attorney's Office. The response to this RFP shall set forth the firm's background and the qualifications that make the firm suitable for this particular engagement. The firm's proposal should identify with specificity the area of expertise addressed in this RFP for which the firm is uniquely suited. Additionally, the proposal should identify how the firm implements diversity, equity, and inclusion in its hiring and promotion practices. The selection process is anticipated to consist of submission of a written proposal by the proposer setting forth information helpful to the selection process. The process may also consist of a series of interviews. Firms should be mindful, however, that it is possible this RFP process may conclude without the selection of any proposer.

III. CONTENT OF RESPONSE

A. Cover Letter

Each response must be accompanied by a cover letter that contains a general statement of the purpose for submission and includes the following information:

1. Name, address, telephone number, and legal business status (individual, partnership, corporation, etc.) of the proposer.

2. Name, title, address and telephone number of the person or persons authorized to represent the proposer in order to enter into negotiations with the City with respect to the RFP and any subsequent awarded contract. The cover letter shall also indicate any limitation of authority for any person named.

3. If the respondent is a partnership, the response must be signed in the name of the partnership by a general partner. If the respondent is a corporation, the response must be signed on behalf of the corporation by two authorized officers (a Chairman of the Board, President or Vice President, and a secretary, treasurer or chief financial officer) or an officer authorized by the Board of Directors to execute such documents on behalf of the corporation.

4. All above signatures must be original and in ink.

B. Information and/or Documentation identified in Section IV

Each response must address items (A) - (M) in the following section, to the extent associated with the scope of work to which the response pertains.

IV. THE REQUESTED QUALIFICATIONS FOR THIS WORK

The duties of counsel, with respect to the projected work addressed in this RFP, will consist of assisting the City Attorney's Office of Los Angeles in the subject practice area relating to these matters and in such other related services as may be determined to be necessary by the City Attorney's Office. Selection of any firm or firms may be based upon, but is not exclusively limited to, the following general criteria:

- The quality and responsiveness of the proposer's proposal.
- Demonstrated specific expertise in the subject matter areas upon which the proposer submits its proposal.
- The quality of responses provided to the questions set forth below and to the questions asked during any interview.
- General experience representing and advising municipal entities in California relevant to the scope of work being proposed.
- Cost effectiveness of the services provided.
- Policies of diversity, equity and inclusion in hiring and promotions.

Responding firms are encouraged to set forth the complete array of services which the firm is capable of providing with respect to any or all of the above-referenced subjects and any other relevant environmental litigation/proceeding experience which the firm may possess. Unless otherwise indicated, responding firms are requested to address the following, at minimum:

A. Are you and/or your firm presently involved in any litigation involving the City of Los Angeles? If so, provide the jurisdiction, case name and number and a brief description of the matter.

B. Does your firm have experience in defending lead agencies in CEQA lawsuits or challenges to land use decisions? If so, describe that experience. Please also summarize your involvement in such proceedings/litigation. For the matters in this area you feel are of a substantial magnitude and are particularly germane to this RFP, provide copies of significant documents or pleadings filed or submitted (for no more than five matters). Please provide the citation to all matters or cases which resulted in published opinions in which either your firm or the proposed counsel for your firm were counsel of record.

C. Does your firm have experience advising on the preparation and processing of environmental documents and findings under CEQA or NEPA?

D. Does your firm have experience in land use laws under the State of California and/or the City of Los Angeles zoning codes?

E. Who in your firm specializes in litigation of the matters associated with this proposal?

F. What is the total number of attorneys your firm employs? All respondents shall have sufficient qualified attorneys, paralegals, and other personnel resources to provide the legal services required, as articulated above in Section II.

G. Provide a general breakdown of the various hourly billing rates charged by attorneys and paralegals in your firm. If differing rates are charged to municipal entities, please so indicate, and provide a breakdown of those rates as well.

   Specifically state whether such hourly billing rates include all administrative and overhead costs, such as word processing and telephone charges. Please indicate what charges are not included in the identified hourly billing rates, including reimbursable costs. Also indicate those charges for costs such as photocopying and faxing.

H. Identify the attorney(s) that potentially would be assigned to handle matters under this RFP, provide their résumés, and state the hourly rate they would charge the City in connection with matters arising under this RFP. For each attorney identified: (a) state any applicable litigation or environmental or land use law specialty; (b) provide citations to any reported cases on which he or she acted as counsel as record; and (c) summarize trial experience.

I. In connection with this RFP, the City desires to contract with counsel who will be responsive and available on a consistent basis throughout the term of the contract ultimately executed. What safeguards can you and/or your firm offer to ensure that the team designated to handle matters arising out of this RFP is affected to the lowest extent possible by turnover and other impacts to continuity?

J. Please set forth the identities of the clients which your firm has represented in the types of matters specified in this RFP, if this information is not confidential.

K. Summarize your firm's experience in appearing before the Los Angeles City Council, and any of the City's Boards over the past five years.

L. What about your firm, as compared with other law firms in the Southern California area possessing litigation and/or environmental law practices, should make it the leading candidate for selection under this RFP?

M. Does your firm have a City of Los Angeles business tax registration certificate? If yes, what is the number and expiration date?

V. NON-OUTSIDE COUNSEL CONTRACTS

Outside Counsel understands and agrees that it shall not apply for, accept or enter into any contract with any City department or office for any non-outside counsel legal

services for the duration of this or any other outside counsel contract with the City, unless Outside Counsel first obtains the written approval of the Chief Deputy of the Office of the City Attorney. This is in addition to the approval by the City awarding authority of the non-outside counsel legal services contract.

VI. CONFLICTS OF INTEREST

Provide information on whether your firm represents any interests which may constitute a conflict of interest in the representation of the City of Los Angeles.

Outside Counsel understands and agrees that, if retained, it shall not apply for, accept or enter into any contract with any City department or office for any non-outside counsel legal services for the duration of this or any other outside counsel contract with the City, unless Outside Counsel first obtains the written approval of the Chief Deputy of the Office of the City Attorney. This is in addition to the approval by the City awarding authority of the non-outside counsel legal services contract.

Outside Counsel further understands and agrees that Outside Counsel may not pay or receive, or agree to pay or receive, any referral fees, remuneration, reciprocal referral or anything else of value as a result of or related to the matters on which Outside Counsel is engaged by the City, other than the fees and costs paid by the City for Outside Counsel's services in these matters. Outside Counsel understands and agrees that no City employee may solicit, agree to accept or receive any referral fees, remuneration or other item of value related to any services rendered to the City, any claim or other matter brought or filed against the City or any settlement, resolution, verdict, or other disposition by or against City. Outside Counsel immediately shall report any such solicitation, agreement or receipt to the City Attorney and to the City Ethics Commission.

VII. GENERAL CITY RESERVATIONS

A. City reserves the right to verify the information in the Response.

B. If a firm knowingly and willfully submits false performance or other data, the City reserves the right to reject that Response. If a contract was awarded as a result of false statements or other data submitted in response to this RFP, the City reserves the right to terminate that contract.

C. Submission of a response to this RFP shall constitute acknowledgment and acceptance of the terms and conditions set forth herein. Responses and the offers contained therein shall remain valid for a period of one hundred and twenty (120) days from the date set for receipt of responses. Firms awarded a contract pursuant to this RFP will be required to enter into a written contract with the City approved as to form by the City Attorney. This RFP and Response, or any parts thereof, may be incorporated into and made a part of the final contract. The City reserves the right to further negotiate the terms and conditions of the contract.

The final contract offer of the City may contain additional terms or terms different from those set forth herein.

D. Late Responses will not be considered. The City, in its sole discretion, reserves the right to determine the timeliness of all Responses submitted.

E. The City reserves the right to waive any informality in the process when to do so is in the best interest of the City.

F. The City reserves the right to withdraw this RFP at any time without prior notice and the right to reject any and all Responses. The City makes no representation that any contract will be awarded to any firm responding to this RFP. The City reserves the right to extend the deadline for submission. Firms will have the right to revise their Response in the event the deadline is extended. Each proposer must send an E-mail address to anne.haley@lacity.org as soon as possible, so that the City Attorney may contact the proposer if necessary to amend this RFP or for any other reason. Failure to provide such an E-mail address will preclude the City's ability to contact you, but will not excuse you from being required to comply with any amendments. The City would not, in that case, be liable for your failure to receive such notice and any resultant non-responsiveness or noncompliance on your part. If you do not have an E-mail address, please provide a postal address for this purpose.

G. A proposer may withdraw its Response prior to the specified due date and time. A written request to withdraw, signed by an authorized representative of the proposer, must be submitted to the City Attorney at the address specified herein for submittal of proposal. After withdrawing a previously submitted proposal, the proposer may submit another proposal at any time up to the specified submission deadline.

H. All costs of Response preparation shall be borne by the firm. The City shall not, in any event, be liable for any pre-contractual expenses incurred by the firm in the preparation and/or submission of the Response.

I. Unnecessarily elaborate or lengthy Responses or other presentations beyond those needed to give sufficient and clear response to all of the RFP requirements are not desired.

J. The Response must set forth accurate and complete information as required in this RFP. Unclear, incomplete, and/or inaccurate documentation may not be considered for contract award.

K. Responses shall be reviewed and rated by the City as submitted. Firms may make no changes or additions after the deadline for receipt.

L. A firm will not be recommended for a contract award, regardless of the merits of the Response submitted, if it has a history of contract noncompliance with the

City or other funding source or poor past or current performance with the City or other funding source.

M. The City reserves the right to retain all Responses submitted and the Responses shall become the property of the City. Any department or agency of the City has the right to use any of the ideas presented in the Responses submitted in response to this RFP. All Responses received by the City will be considered public records subject to disclosure under the Public Records Act. (California Government Code Section 6250 et seq.) Applicants must identify any material they claim is exempt from disclosure under the Public Records Act. In the event such exemption is claimed, the applicant will be required to state in the Response that he or she will defend any action brought against the City for its refusal to disclose such material to any party making a request thereof. Failure to include such a statement shall constitute a waiver of proposer's right to exemption from disclosure.

N. Upon completion of all work under this contract, ownership and title of all reports, documents, plans, drawings, specifications, and estimates produced as part of this contract will automatically be vested in the City, and no further agreement will be necessary to transfer ownership to the City. Copies made for the contractor's records shall not be furnished to others without written authorization from the City.

O. Any contract awarded pursuant to this RFP is subject to the Contractor Evaluation Ordinance, Los Angeles Administrative Code Section 10.39, which requires awarding authorities to evaluate contractor's performance and retain such evaluative information in a data bank for future reference.

P. The contract awarded from this RFP is expected to begin in September 2021, and last up to three years.

Q. The City may award a contract on the basis of proposals submitted, without discussions, or may negotiate further with those proposers within a competitive range. Proposals should be submitted on the most favorable terms the proposer can provide.

VIII. CLARIFICATION

If additional information is needed to interpret the substance of this RFP, written questions shall be submitted to Kathryn Phelan at kathryn.phelan@lacity.org. All respondents shall have and provide an active e-mail address to receive responses to the questions.

IX. SIGNATURES AND DECLARATIONS

Each proposal must be signed on behalf of the proposer by an officer authorized to bind the proposer, and must include the following declaration:

This proposal is genuine, and not a sham or collusive, nor made in the interest or on behalf of any person not herein named; the proposer has not directly or indirectly induced or solicited any other proposer to put in a sham bid, or any other person, firm or corporation to refrain from submitting a proposal, and the proposer has not in any manner sought by collusion to secure for themselves an advantage over any other proposer.

Contacts:

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