



DICKINSON WRIGHT

Materials Prepared for:

## Town of Jerome



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ARIZONA CALIFORNIA COLORADO FLORIDA ILLINOIS KENTUCKY MICHIGAN NEVADA OHIO TENNESSEE TEXAS WASHINGTON DC WINDSOR TORONTO

December 30, 2024

**VIA EMAIL:** [b.klein@jerome.az.gov](mailto:b.klein@jerome.az.gov)

Brett Klein, Town Manager/Clerk  
Town of Jerome, Arizona

Re: Dickinson Wright's Response to RFP/Q No. 2024-002, Town Attorney - Legal Services

Dear Mr. Klein and Members of the Selection Committee:

We are pleased to submit this response to the Town of Jerome's RFP/Q. You will find that our firm is well-positioned and committed to meet and exceed the Town of Jerome's needs. As the following information shows, Dickinson Wright has unmatched experience and expertise in serving public and municipal organizations, both in Arizona and across the country. Please see our full proposal, organized per your request.

Founded in Detroit in 1878, Dickinson Wright is a full-service business law firm with over 500 legal professionals across 40 practice groups. We serve clients from 22 offices in the U.S. and Canada. We have developed a reputation as a leader and innovator in client service, as proven by the longstanding relationships with our clients. Our Phoenix office is home to over 50 attorneys and 50 professional staff. This office has been serving Arizona since 1968 and has been a mainstay in the communities of Phoenix and its surrounding counties.

Dickinson Wright has represented municipalities and government bodies in a variety of matters and contexts for decades, from general city governing matters to defense of a wide variety of litigation matters. We have proven over time that our professional services in this area are of the highest caliber and set us apart from our competition.

Thank you for your consideration. If you have any questions, or require additional information, please do not hesitate to contact me.

Very Truly Yours,



Scott A. Holcomb, Member/Partner

DICKINSON WRIGHT PLLC

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Thank you for the opportunity to represent the Town of Jerome. Below, we discuss why we are an ideal law firm to help the Town of Jerome address its legal needs.

## ABOUT DICKINSON WRIGHT

Founded in 1878, Dickinson Wright is a full-service law firm, with over 500 lawyers serving clients out of 22 offices throughout the United States and Canada, and offers more than 40 practice areas and industries. We take great pride in our history of diversity and inclusion, our emphasis on client service, and a longstanding tradition of success. From our founding in Detroit to our expansion across North America, the firm has evolved and prospered by remaining focused on the core value our client needs, while staying on the leading edge of legislative and technological developments.

Dickinson Wright lawyers are esteemed by both clients and peers for their knowledge and expertise through significant appointments to bar associations and the judiciary. We are proud of the recognition that both the firm and our lawyers receive from leading industry publications, including:

- **U.S. News & World Report/Best Law Firms:** The firm received 26 national rankings and 178 state/metropolitan rankings in the 2024 "Best Law Firms" report by Best Lawyers. The firm received 110 First Tier rankings.
- **Chambers USA:** Dickinson Wright is consistently recognized for its practices in Arizona, Florida, Michigan, Nevada, Ohio, and Texas. 54 of our lawyers were individually recognized for their practices.
- **Best Lawyers:** The firm has 218 lawyers listed in Best Lawyers in America and Best Lawyers in Canada for 2025. 14 of our lawyers have been named "Lawyer of the Year" for 2025, and 45 lawyers have been named "Ones to Watch" for 2025.
- **Super Lawyers:** More than 100 Dickinson Wright lawyers have been included in Super Lawyers and Rising Stars across the country, including Florida Super Lawyers, Illinois Super Lawyers, Kentucky Super Lawyers, Michigan Super Lawyers, Mid-South Super Lawyers, Mountain State Super Lawyers, Northern California Super Lawyers, Ohio Super Lawyers, Southwest Super Lawyers, Texas Super Lawyers, and Washington, D.C. Super Lawyers.

## REQUESTED INFORMATION – GENERAL PROPOSAL

### 1. Describe your understanding of the Town of Jerome and surrounding area such as its unique water system, Historic Landmark status, condition of infrastructure, challenges, etc.

The Town of Jerome is a fascinating and historic town nestled in the Black Hills of Yavapai County. Known as the "Wickedest Town in the West" during its mining boom, the Town of Jerome has evolved into a well-preserved historic landmark and a unique tourist destination.

The Town of Jerome is recognized as a National Historic Landmark District, celebrated for its well-preserved buildings, including Victorian-era structures, saloons, and mining facilities. The Jerome Historical Society has been instrumental in maintaining and restoring its historical integrity.

The Town's water system is particularly unique because of the town's steep terrain and elevation, situated at around 5,200 feet on Cleopatra Hill. Water is sourced from nearby springs and reservoirs, but the challenging topography has required an intricate network of pipes, pumps, and storage tanks. This system, while functional, poses ongoing maintenance challenges due to the age of the infrastructure and the difficulty of accessing certain areas.

The Town's infrastructure reflects its mining-era origins, and much of it is aging. The steep, unstable terrain has led to landslides and shifting ground, which has damaged roads, buildings, and utilities over time. Preservation efforts are continuous, as the town must balance maintaining its historic character with modern needs. For example, many of the streets are narrow and winding, which complicates traffic and parking during the busy tourist season. The Town of Jerome faces several modern challenges:

- **Geological Instability:** Built on a steep slope, the Town of Jerome is prone to landslides and soil erosion, which threaten the stability of buildings and infrastructure.
- **Aging Infrastructure:** Water pipes, sewage systems, and roads require frequent maintenance and upgrades.
- **Tourism Pressure:** As a major tourist destination, the Town must manage high foot traffic, parking shortages, and increased demand for services while preserving its historical charm.
- **Water Supply:** Limited water resources and the need for conservation are ongoing concerns, particularly in the arid Arizona climate.

The Town of Jerome overlooks the Verde Valley, offering stunning views of Sedona's red rocks and the surrounding desert. The nearby towns of Cottonwood and Clarkdale also provide complementary attractions, including wineries, art galleries, and historic sites. The region's biodiversity is notable, with high desert flora and fauna contributing to its natural beauty.

The Town of Jerome is a remarkable blend of history, geology, and culture. While it faces significant challenges due to its aging infrastructure and precarious location, its status as an historic landmark ensures that ongoing efforts are made to preserve its legacy. The Town of Jerome's resilience and charm make it a beloved destination for history enthusiasts and adventurers alike.

**2. Letter of Transmittal: Signed by an authorized representative of the firm or individual committing to provide the legal services described above, including a brief introduction of the firm, number of employees, and work history in municipal law.**

Please see our Letter of Transmittal/Cover Letter included with our proposal.

**3. Firm Qualifications: Provide list of all current and past municipal clients the firm has represented and designated individuals to provide the services specific to this RFP. Provide the name of the attorney who will attend public meetings and their qualifications and work experience in municipal law.**

We are very pleased to present to you a team approach with Scott Holcomb and Vail Clour serving as the day-to-day point-of-contacts and the attorneys who will attend the Town's public meetings, with continuing and consistent support from Bradley Burns, Mitesh Patel, Sam Coffman, and others on issue appropriate and as needed basis.



<b>Dickinson Wright Team for the Town of Jerome</b>	
<b><u>Scott A. Holcomb</u></b>	Member/Partner
Contact Information	Phone: 602.285.5028 Email: <a href="mailto:sholcomb@dickinsonwright.com">sholcomb@dickinsonwright.com</a>
Current and Past Municipal Clients	Scott currently serves as Town Attorney for the Town of Queen Creek, and represents and has represented multiple other government entities, including the Town of Gilbert, City of Flagstaff, City of San Luis, City of Mesa, Maricopa Association of Governments, Northern Arizona Intergovernmental Public Transportation Authority (Mountain Line), and Pima Community College District.
Years of Municipal / Public Sector Experience	30
Knowledge of Arizona Municipal Law	Scott's practice focuses on representation of public entities, construction and real estate documentation and claims, as well as commercial litigation, with emphasis on government contracts, real estate, and construction-related disputes; however, his practice spans nearly all aspects of government and commercial litigation. He has been involved in cases relating to public bid protests, public records requests, elections, annexations, property rights, contractor and real estate licensing, escrow agent and broker liability and claims, computer systems and software, insurance defense and coverage issues, bond claims, easements, enforcement of CC&Rs, business partnerships, businesses aspects of domestic relations cases, constitutional rights, and title insurance, administrative proceedings (including ACC, DRE, Registrar of Contractors) to name a few areas. Scott has also drafted bid packages, contracts, and contract templates for public and private construction, as well as for developers, contractors, municipalities, and other government entities. He has served as a hearing officer in various procurement protests and public hearings. Scott serves as lecturer and regularly provides training on Open Meetings Law and government procedures, procurement, contract drafting, and construction related issues. Scott has also continues to serve as an elected Board member on the Madison Elementary School Board for over 20 years, is an active member of the Arizona City Attorneys Association and the executive board of the Arizona Public Attorneys Section of the State Bar.
<b><u>Mitesh Patel</u></b>	Of Counsel
Contact Information	Phone: 602-285-5000 Email: <a href="mailto:MPatel@dickinsonwright.com">MPatel@dickinsonwright.com</a>
Current and Past Municipal Clients	Town of Fountain Hills, Town of Queen Creek, and the Maricopa Association of Governments

Years of Municipal/ Public Sector Experience	10
	Mitesh has specific experience representing municipal public bodies, including the Town of Fountain Hills, Town of Queen Creek, and the Maricopa Association of Governments. In addition, he has a master’s degree in real estate development and has experience with all aspects of purchase and sale transactions, lease transactions, coordinating the due diligence, etc.
<b>Bradley A. Burns</b>	Member/Partner
Contact Information	Phone: 602.889.5357 Email: <a href="mailto:bburns@dickinsonwright.com">bburns@dickinsonwright.com</a>
Current and Past Municipal Clients	Bradley assisted in the successful defense of an open meeting law challenge to certain acts of a special taxing district. He also regularly litigates notice of claim issues on behalf of municipalities, and has been counsel for municipalities in contested election matters.
Years of Municipal/ Public Sector Experience	11
Knowledge of Arizona Municipal Law	Bradley focuses his practice on Commercial and Business Litigation, with a specific focus on complex and hard-to-settle matters. He has represented municipal corporations, product manufacturers and special-purpose governmental units in litigation claims, business and municipal matters, negotiation of contracts and general corporate and employment matters. Bradley has assisted with all manner of litigation, including assisting in the successful defense of a special taxing district in connection with multiple litigation matters, litigating election challenges, notice of claim litigation, as well as advising multiple Arizona municipal corporations regarding the conduct of their business and municipal affairs. Recently, he represented an Arizona governmental entity in a major Colorado River water litigation, focused on administrative challenges to a decision made by a Bureau of Department of the Interior.
<b>Vail C. Cloar</b>	Member/Partner
Contact Information	Phone: 602.285.5092 Email: <a href="mailto:vcloar@dickinsonwright.com">vcloar@dickinsonwright.com</a>
Current and Past Municipal Clients	Cities of Scottsdale, Phoenix, Tempe, Flagstaff, and the Towns of Queen Creek, Cave Creek, and Gilbert
Years of Municipal/ Public Sector Experience	10
Knowledge of Arizona Municipal Law	Vail focuses his practice on a wide array of litigation matters including constitutional litigation, eminent domain matters, professional malpractice litigation, and appeals before both state and federal courts. He has represented all manner of both private and governmental clients in eminent domain matters across the state.

	<p>Vail has litigated appeals before the Arizona Court of Appeals, the Arizona Supreme Court, and the Ninth Circuit Court of Appeals. He is also an adjunct faculty member at the Sandra Day O'Connor College of Law at Arizona State University where he teaches two classes, Private Property Rights and Business and Real Estate Valuation. Vail successfully defended large municipality in two separate multi-million dollar damage claims arising from alleged breaches of development agreements; and, defended municipality from suit alleging tortious interference with prospective economic advantage, defamation, unfair competition, and misappropriation of trade secrets. Vail also regularly assists Scott Holcomb in acting as the Town attorney for Queen Creek.</p>
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<b><u>D. Samuel Coffman</u></b>	Member/Partner
Contact Information	Phone: 602.285.5029 Email: <a href="mailto:scoffman@dickinsonwright.com">scoffman@dickinsonwright.com</a>
Current and Past Municipal Clients	Sam works frequently with municipalities, including the City of Tempe. He also serves as General Counsel to the Maricopa Association of Government and the Peoria Public Safety Personnel Retirement System Board. Sam is well-versed with Arizona's Open Meetings and Public Records laws, and is particularly experienced in dealing with sensitive employment matters.
Years of Municipal/ Public Sector Experience	30
Knowledge of Arizona Municipal Law	As leader of the Labor and Employment Practice Group in Dickinson Wright's Phoenix office, Sam has experience counseling employers in all areas of employment law, including management and labor practices, hiring, discipline, terminations, terms of employment, and the review and drafting of employment policies, manuals and employee contracts. His strong employment-related litigation background includes representing clients in Title VII claims, breach of contract of employment, wrongful discharge, fraud, defamation and other employment-related torts, and restrictive covenants. Sam also focuses his practice on municipal law, commercial litigation, and tribal law. He has defended lawsuits brought against municipalities in development, employment, and commercial litigation matters. Sam has litigated development agreements, defended title claims, defended and prosecuted landlord tenant cases and has represented Indian tribes, tribal enterprises, and gaming operations.



#### **4. Outline experience with Arizona municipal law relating to general law communities including but not limited to land use, real estate transactions, code enforcement, intergovernmental agreements, open meeting law, election law, contracts, procurement, conflict of interest, and other relevant areas of the law.**

### **ARIZONA MUNICIPAL LAW – GENERAL LAW**

Dickinson Wright represents public sector clients in a variety of matters and contexts, addressing the full panoply of municipal legal matters. From general city governing, open meetings, public finance issues, large economic development projects, water law, regulatory matters, to the defense and pursuit of litigation matters, we assist public entities across all practice areas. As set forth above in Section 2, our attorneys in Arizona are regularly, daily and deeply, involved in representing municipalities and other government entities at all levels.

As a full-service law firm, we draw upon the right experience for any given matter, ensuring our clients' needs are resolved as quickly and efficiently as possible.

When a client engages us to provide legal services, the client not only engages the collective experience of all of our attorneys, but the highly specialized concentrations we have developed throughout the firm's other practice areas such as real estate, tax, bankruptcy, finance, intellectual property, labor and employment, and environmental. Whether on large-scale projects, or day-to-day operations, we help our clients avoid costly mistakes and navigate even the most challenging circumstances.

### **LAND USE**

Taking a real estate development concept from blueprint to reality can be complicated, involving several stakeholders and various private and public interests with millions of dollars often on the line. Additionally, cities, towns, and jurisdictions are in constant competition to attract more businesses to their communities and promote job growth. That's why Dickinson Wright land use and economic development lawyers work closely with you to understand your overall business goals and provide you practical, actionable advice.

Our land use and economic development team is a tightly knit collaboration of transactional, zoning, environmental, taxation, finance, construction, land use litigation, and regulatory lawyers, allowing us to provide comprehensive representation on the full range of land use and economic development matters.

From the beginning stages of conceptualization and strategizing to incentive procurement to land use and construction to closing and post-closing restructuring, our land use and economic development team provides comprehensive legal services while vigorously advocating to achieve our clients' objectives. Our services include:

## Land Use Development

- Advising on land acquisitions, financing, renovation, and leasing
- Obtaining zoning, rezoning, site plan, special land use, and sign approvals
- Ensuring compliance with environmental, wetlands, and water rights regulations
- Negotiating access, utility, conservation, and reciprocal easements
- Preparing site development, farmland development, and operating agreements
- Providing guidance on green building, wind rights, oil and gas, and mineral rights

## Economic Development

- Implementing economic development strategies
- Drafting state and federal incentive legislation
- Facilitating alliances between businesses and local governments
- Procuring local, state, and federal incentive packages
- Advising on participation in grant programs
- Securing tax credit and tax-exempt bond financing
- Serving as bond counsel
- Structuring public-private partnerships
- Negotiating construction contracts

## REAL ESTATE TRANSACTIONS

The process of documenting, negotiating and closing real estate transactions in an efficient manner requires a legal partner with industry expertise and experience. Dickinson Wright regularly handles real estate sales and purchase transactions for clients nationwide, for a variety of property types, including education, student housing, vacant land, office, parking facilities, multi-use facilities, retail and specialty-use properties (including arenas and sports properties).

Many of our team members have industry-related certifications, giving Dickinson Wright proven expertise in the real estate industry. Our team can also provide expert assistance in related practice areas, including: tax structuring of ownership entities, Section 1031 exchanges, permitting, zoning, land use litigation, resolution of the issues, easements, covenants, conditions, restrictions, property tax matters, liquor licensing, planned use developments, condominiums, financing, leasing, environmental due diligence, architectural and construction contracting, green building, green leasing and establishing working relationships with governmental agencies.

Our team understands that every development project requires careful planning informed by a solid understanding of the client's goals and objectives, combined with a deep familiarity with local zoning ordinances, land use restrictions, building codes, natural features regulations, water use rights, and related rules and regulations. Obtaining approvals, permits, and licenses for development and eventual operation of the property takes experience and creativity, and – with millions of dollars often on the line – the discipline to adhere to project schedules and deadlines.

Our lawyers routinely prepare and negotiate leases, subleases and assignments, use provisions, options, restrictive covenants, renewals, terminations, and a wide range of other provisions, along with brokerage agreements, management agreements, construction contracts, architect and work letter contracts, development agreements, property management arrangements, and related documentation. Our team understands that every development project requires careful planning informed by a solid understanding of the client's goals and objectives, combined with a deep familiarity with local zoning ordinances, land use restrictions, building codes, natural features regulations, water use rights, and related rules and regulations. Obtaining approvals, permits, and licenses for development and eventual operation of the property takes experience and creativity, and – with millions of dollars often on the line – the discipline to adhere to project schedules and deadlines.

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## CODE ENFORCEMENT

We regularly represent clients in enforcement matters before federal and state environmental regulators, challenging allegations of non-compliance and assisting clients in mitigating potential penalties while responsibly addressing agency concerns. Currently, if an issue arises, Dickinson Wright researches / analyzes the facts presented, as well as the Town Code and state law, to provide the Town with a suggested course of action. These projects are undertaken based on a response to request for services received from the Town. Recent and ongoing representation has included drafting new code (including major comprehensive code revisions to support creation of the Queen Creek police department) and updating codes to address novel situations as they arise and new legislation.

## INTERGOVERNMENTAL AGREEMENTS

We have served as general counsel for the Northern Arizona Intergovernmental Public Transportation Authority (Mountain Line) for the last 19 years, and Town Attorney for the Town of Queen Creek since its incorporation and helped create the Maricopa Integrated Health System. We negotiate and document numerous intergovernmental agreements (IGAs) on a regular basis, handling consolidated transaction privilege tax cases, and documentation of tax-deferred property exchanges, including the preparation of multi-million dollar "Starker trust" agreements, joint development agreements for infrastructure and service, and IGAs of all scope and nature.

We have also negotiated and drafted the intergovernmental and development agreements that brought the first Nordstrom store to Arizona, and the intergovernmental agreements that resulted in the preservation and establishment of the Spur Cross Ranch Conservation Area. Recent IGAs include IGAs with Pinal County, The City of Flagstaff, Northern Arizona University, City of Mesa, Town of Gilbert, the Arizona Departments of Revenue and Transportation, to name a few.

Dickinson Wright also serves as general counsel to the Maricopa Association of Governments (MAG). We attend meetings of the Executive Committee and Regional Council and provide the full range of general counsel services including, without limitation: litigation; contract drafting and review; employment policies and practices; and open meetings and public records issues.

## OPEN MEETING LAW

Through his decades of service on the Queen Creek School Board, Scott Holcomb has been involved in many legal issues that impact public school districts in Arizona. In addition, Scott has been engaged as outside counsel for the Arizona School Trust, has served as a Hearing Officer for several school districts and is on the Arizona State Board of Education Hearing Officer list, has presented at law conferences on public school procurement issues, instructs on public (and private) construction contracting and presents on Arizona Open Meeting Law for various governments, and as a Town Attorney and General Counsel for the Northern Arizona Intergovernmental Public Transportation Authority, deals with governance issues on a daily basis.

We ensure that our clients are made aware in advance of and upon any change in laws that affect them and we often include training on significant changes in our no charge in-services of our clients. In addition, we have been extensively involved over the years in efforts to change laws to meet the needs of our clients, garner favorable interpretations of them in courts or before relevant agencies and we have represented consortia of clients and client organizations for the same purposes. We also ensure that our client's policies, procedures and contracts reflect current law and we draft contracts that always permit change based upon change in the law. We have exceptionally good relationships with all levels of government on both sides of any issue and a well-founded reputation for expertise on all legislative matters. Alumni of our firm sit on the bench, serve in government and government agencies at every level.

## ELECTION LAW

Through our representation of various Arizona municipalities, we are intimately involved in and advise on all aspects of elections, including necessary notifications, resolutions, petitions, candidate qualifications and compliance, ballots, creating pamphlet materials, signature requirements, and objections. We also advise on compliance. We have been involved in representing Arizona municipalities in election litigation, including attacks upon petition signatures, annexations, and ballot questions.

In addition to representation of governments, we offer a full spectrum of services to corporations and business organizations, trade associations, tax-exempt organizations, political candidates, campaigns, public officials, political parties, committees, and other contributors. We frequently counsel clients regarding compliance to federal, state, and local laws, ensuring they remain aware of any new and proposed legislation. We also assist clients with internal and external investigations, provide representation during an enforcement action or audit, draft and implement internal policies and employment contracts, and litigate disputes when necessary.

Our team advises clients on all aspects of political law, including:

- Federal and State Campaign Finance Law
- Lobbying Disclosure
- Foreign Agent Registration Act
- Federal and State Government Ethics
- Redistricting Strategy and Litigation
- State and Federal Laws
- State Ballot Initiatives
- Nonprofit Organization Formation and Compliance
- Federal and State "Pay-to-Play" Rules

## CONTRACTS, PROCUREMENT, AND CONFLICTS OF INTEREST

Dickinson Wright attorneys handle all aspects of contract drafting and negotiation. We have extensive experience with standard contract documents, as well as the drafting of joint venture agreements, teaming agreements, subcontractor and material supplier agreements, and insurance provisions. Our work also includes the preparation of documents necessary to support the successful financing, negotiation, and closeout of all types and sizes of projects.

Our litigators are results-oriented problem solvers, and are adept at providing creative solutions to tough problems – large and small. Our team has also advocated disputes before judges, juries and industry arbitration panels.

Dickinson Wright attorneys also represent states, municipalities, and other governmental agencies in all aspects of the procurement of labor, materials, and services. Our representation involves not only the drafting of solicitations and contracts (both standard and manuscript), but also providing advice on the solicitation process and how to respond when unique situations arise. We also assist in the preparation of procurement rules and guidelines.

Our attorneys regularly represent the procuring agencies or governments, as well as bidders and proposers, involved in protests arising from public procurements. Because we have represented both the government procuring agencies and parties seeking to protest procurement decisions, our attorneys can provide a comprehensive analysis of any protest issue. We have been involved in the administrative resolution of protests, filing and defending protests in lower courts, and through the appeals process.

In addition, our municipal practice group has experience in a variety of other city issues. They include:

- Representing clients in all aspects of the construction industry in contract negotiation, arbitration, litigation, and administrative proceedings, on both private and public projects.
- Serving as bond counsel to local units of government, including counties, cities, townships, villages, school districts, drainage districts, public power agencies, airports, water and sewer utilities, public school academies, community colleges, tax increment authorities and land bank authorities.
- Assisting counties, cities, villages and townships in general municipal law issues, including: zoning, land use, planning and real estate; water and sewer contracts; municipal utilities; environmental; condemnation; economic development; tax increment financing; special assessments; impact fee agreements; development agreements, ordinance and charter drafting; tax appeals; and general litigation.

- Provide full breadth of real estate counsel to municipalities, including purchase and sale agreements, leases, subleases, ground leases, GPLET leases, etc.
- Regularly attend city/town council meetings and advise municipal clients regarding elections, open meetings, public records and conflicts of interest.
- Advised regarding the validity of referendum petitions and represented clients in litigation challenging their actions in reviewing and filing, or refusing to file referendum petitions.
- Review notices and agendas for compliance with the Open Meeting Law, and regularly provide advice regarding the law during council meetings.
- Review complex public records requests and assist our clients in responding to them.

**5. Provide resumes of persons designated by the firm to be the Town Attorney or substitute Town Attorney. Resumes will not count towards the 20-page limit of the proposal.**

To ensure the implementation of our firm's philosophy of "total quality management" in the providing of quality legal services to our public school clients on a timely basis and at a reasonable cost, the firm always assigns to each client a primary contact attorney for all matters.

We propose Scott Holcomb as the first point-of-contact for the Town of Jerome - Town Attorney. Please find the full biographies for all proposed attorneys who will provide strong support and excellent experience in the Appendix at the end of this document.

**6. Describe the firm's view of the role of the Town Attorney.**

Serving as a Town Attorney is more of relationship than a "role." A Town Attorney serves not only as legal advisor or "hired gun"; they also serve as counselor, confidant, mediator, planner, bearer of both good and bad news, devil's advocate, liaison, innovator and regulator. A Town Attorney serves more than a client; they serve the Town, council, staff, residents, community, strategic plan, and most importantly the community's future.

As the Town of Jerome continues to mature, experience growth, and provide more complex level of services to the residents, it is necessary to maintain an effective legal services contract to support the Town Council's strategic priorities. The services to be provided, in collaboration with the Town Manager are advising the Mayor, Vice-Mayor, Town Council and various departments of the Town, legal research, preparation of pleadings, legal memoranda, briefs and appearances in court representing the Town, attend regular and/or special meetings of the Town Council and staff management meetings, including being available to review and advise on issues for those meetings, working and consulting with the Town Manager to prepare materials for Executive Sessions, recommend policies and procedures, assist the Town in drafting, negotiating and reviewing routine contracts, additions and revisions to Town Code, providing timely advice and generally performing the services provided by a Town Attorney, and represent the Town in litigation or refer legal counsel for matters not covered by the Town's membership in the Arizona Municipal Risk Retention Pool. We will be responsive and efficient in providing legal services, particularly in the areas of municipal law, open meeting law, contracts, land use, real estate transactions, code enforcement, conflict of interest law, and intergovernmental agreements.



**7. Describe how the Town Attorney would structure the working relationship between the Town Council, Town staff, the Risk Management Pool, and any other specialized attorney/law firm retained by the Town through and with the Town Manager.**

We anticipate developing a close working relationship with the Town Council, Town staff, the Risk Management Pool, and any other specialized attorney/law firm retained by the Town providing legal counsel in an efficient and effective manner. Our team has an unwavering focus on providing unmatched client service and the highest quality legal advice. We are proactive and accessible. We offer clear, concise and pro-active solutions. And always, we are mindful that we must deliver the absolute best value on every project, whether it's large or small.

**8. Describe how the Town Attorney will keep the Town Council and the Town Manager informed about the status of litigation, significant case law, and other legal matters.**

Dickinson Wright will provide the Town of Jerome with timely advice of all significant developments either orally or in writing. We will provide copies of all significant pleadings and other documents, including research memoranda, to the Town Manager and/or Town Council, as appropriate. With our in person attendance at regular Council meetings, we can provide timely updates on relevant issues, the status of litigation, significant case law, and other legal matters. In addition, we will provide training sessions on developing areas and refresher training on municipal law issues.

**9. Describe the response time we can expect from the Town Attorney to inquiries made by the Town Council, the Town Manager, and Town staff.**

The assigned team members, Scott Holcomb and Vail Clour in particular, will be available to attend meetings or participate in conference calls on short notice and can be reached promptly by phone or email. We have developed an integrated, multilevel team with various areas of expertise. We will bring in other attorneys in the firm (both locally and nationally) when necessary. We pride ourselves on being a "one stop shop" for our municipal and government clients.

This is consistent with Dickinson Wright's overall approach to client communication: we are highly responsive and clear. Our policy is to return all telephone calls, voicemails, or emails within the same day (or immediately the following day for messages received very late in the day) either by the primary contact or another member of the team servicing your needs. Both attorneys and staff are expected to take an active role in complying with this policy. In the event that Scott is not available, one of the other team members will be available and sufficiently familiar with the Town of Jerome's needs to fill in on a temporary basis.

**10. Describe how legal costs will be tracked and managed.**

Dickinson Wright understands the importance of providing our services in a cost effective and efficient manner. At the outset of each matter, we make certain we understand the Town's legal and business objectives in order to effectively meet your needs.

With each client, our objective is to match our attorneys' knowledge and strengths with the legal matter involved, and at the most economical rates possible.

Accordingly, when a client engages us to provide legal services, the client is engaging not only the collective experience of all of our attorneys, but also the highly specialized concentrations we have developed in multiple practice areas.

We are happy to provide the Town with monthly billing statements that will reflect our time by project basis. This will allow both the Town and firm to track our time and monitor our efficiency.

These statements will provide details on which lawyers worked on your projects, tasks undertaken, and time expended. The team will also provide you with a monthly status update on current projects for your tracking and reference. If requested, we will provide you with a monthly status update on current projects for your tracking and reference. Also, if requested, we can organize billings by project or department to provide for ease of tracking.

**11. Describe the firm's practices regarding professional development training and keeping current with the laws and legal matters affecting municipal government.**

All of our attorneys adhere to the strictest educational requirements for their specified area of practice. We ensure that the fulfillment of their ongoing continuing education and training exceeds professional standards. We occasionally provide both in-person and digital training sessions within our firm and for our clients. Our senior attorneys both lead and attend advanced briefings that review law-making bodies' latest legislation and pronouncements. Scott Holcomb is active in the Arizona League of Cities and Town's legal work groups and attends the Leagues legal training. In addition, we get significant exposure to changes in the law through our representation of multiple government entities.

**12. Identify any reports your firm would provide to the Town Council and Town Administrator to update them on pending legal matters, legislation, or disputes.**

We will provide summaries of newly proposed state law and significant developments in case law. The firm is also an active participant at the League of Arizona Towns and Cities meetings. This connection enables us to quickly inform the Town of Jerome on trends and developments.

**13. For the person to be designated as Town Attorney and any substitute Town Attorney(s), list all public clients that person presently represents as Town Attorney or general counsel, along with meeting dates and times for each governing body.**

**Scott Holcomb –**

- Town of Queen Creek, Arizona: Generally 5:30 p.m. on the 1st and 3rd Wednesdays of each month
- The Northern Arizona Intergovernmental Public Transportation Association (Mountain Line): Generally 10:00 a.m. on the 3rd Wednesday of each month
- Elected member of the Madison Elementary District School Board: Generally 1<sup>st</sup> and 3rd Tuesdays of each month starting at 6:00 p.m., with some variation based upon school calendar.

**Vail Cloar --**

- Serves as backup and assistant Town Attorney for Scott Holcomb for the Town of Queen Creek.

**14. Cost of Services: It is anticipated that the Town will expect the selected firm to provide a system wherein “general” services are either provided under a fixed monthly retainer and any additional “special” services are billed at a pre-negotiated hourly rate, or on an hourly rate as services are rendered.**

**a. General Services:**

The “general” legal services provided as part of the monthly retainer will include the following:

- Attend regular Town Council meetings, special Town Council meetings, Planning Commission and other Board meetings, and all applicable staff meetings
- Assist Town in drafting, negotiating and reviewing routine contracts and agreements
- Provide legal advice and consultation to the Town Council, Town Manager and department heads
- Assist with ordinary public records requests
- Conduct legal research
- Prepare / review Town code revisions
- Handle code and ordinance issues
- Recommend policies and procedures
- Attend /conduct required trainings for staff and council
- Attend normal Town administrative proceedings
- Advise on open meeting matters; and generally
- Perform any general and ordinary services provided by a Town Attorney

**b. Special Services:**

The special legal services that would not be included in a monthly retainer include the following:

- Litigation (including preparation of pleadings, legal memoranda, briefs, and appearances in court representing the Town)
- Eminent domain and condemnation issues, real estate, utilities, and public works projects (other than standard agreements)
- Development agreements
- Special projects as directed by the Town Manager
- Large public records requests, and/or other special projects will be billed at the hourly rates noted below

These services will be performed in consultation with the Town Manager, Town Staff, and Town Council and approved in writing by the Town Manager, Town Staff, and Town Council prior to commencing work.

**c. Define type and unit rates for reimbursement of expenses. For example, the rate for mileage, reproduction of documents, etc.**

Out-of-pocket disbursements incurred on the Town’s behalf will be billed at cost. These additional billings may include charges for recording and filing fees, photocopying, FedEx and other delivery services, expert fees, investigative expenses, appraisers, appraisal reports, extraordinary travel expenses, as well as any other costs incurred in connection with the case. We do not charge for long-distance telephone charges.

Postage will be billed monthly as it is incurred. Facsimile transmissions will be billed at the rate of fifty cents (\$.50) per page. Under certain circumstances, the Town may be required to pay certain of these expenses directly to the entity/person supplying the service and may also be required to make the Town’s own arrangements for payment of certain of these costs and expenses.

Please note that we will not charge for ordinary travel expenses (i.e., to and from the Town and local meetings).

**d. Monthly retainer/billable hours:**

Dickinson Wright would consider a monthly set fee per month to provide all “general” legal services, as noted previously in this proposal response, 14a. It is difficult to establish a realistic monthly retainer that is fair to both sides until the level of service is established. If selected we would be willing to negotiate an initial monthly fee based upon the anticipated time involved in representing the Town. Our response reflects a \$9,000 initial fixed fee based upon 20 hours per month at \$450 an hour reflecting the median for our proposed fees for members (\$400-\$500). Please note that the monthly fee is a maximum not to exceed monthly value. The retainer includes: attending regular Town Council meetings, special Town Council meetings, Planning Commission and other Board meetings, and all applicable staff meetings; assist Town in drafting, negotiating and reviewing routine contracts and agreements; provide legal advice and consultation to the Town Council, Town Manager and department heads; assist with ordinary public records requests; conduct legal research; prepare / review Town code revisions and code and ordinance issues; recommend policies and procedures; attend/conduct required trainings for staff and council; attend normal Town administrative proceedings; advise on open meeting matters; and generally perform any general and ordinary services provided by a Town Attorney.

Additional hourly rates for special legal services, outside the scope of the retainer, have been identified below. The specific services outside the retainer can only be incurred with prior written authorization and include:

- Litigation
- Eminent domain/condemnation
- Extraordinary real estate matters
- Large public records requests
- Public works (beyond standard procurement, contract drafting and review, and advice)
- Special projects (as designated by the Town Manager)

The proposed hourly rates for the above special legal services are as follows:

TITLE	RATE
<b>Members</b>	<b>\$400 - \$500</b>
<b>Associates</b>	<b>\$325</b>
<b>Of Counsel</b>	<b>\$375</b>
<b>Paralegals/Specialists/Law Clerks:</b>	<b>\$200</b>

**e. Billing method: Describe your firm's billing practices as to the method of payment, payment terms and procedures for billing retention, hours, expenses and other accounting requirements.**

Dickinson Wright understands the importance of providing our services in a cost effective and efficient manner. At the outset of each matter, we make certain we understand both our client's legal needs and business objectives in order to effectively meet their needs. Given the size and diversity of our team, we can appropriately tailor our staff to meet each client's particular needs. We are cognizant of the need to control legal-related expenses.

Our billing philosophy is: Efficiency and fairness. We evidence this up front by exceptional rates, what we do not charge for and our no-cost in-servicing program. Dickinson Wright would also consider alternatives such as fixed fees for particular projects and/or a monthly retainer based upon the amount and sophistication of the work required. In addition, we do not charge for contacts to coordinate other attorney involvement. Finally, we are willing to renegotiate terms in the midst of a contract if the client needs assistance or would prefer to move to our "not to exceed" arrangement.

We will invoice in any form requested and will change that format at any time if requested by you. We can also accommodate any form of electronic billing.

We promise to never bill the Town of Jerome for any other products or services without the Town of Jerome's approval and to never bill for the following:

- We will not bill for attendance at or for travel to and from the meetings during the calendar year.
- We will not bill for routine correspondence or telephone calls which are not completed (i.e., no minimum billing increments or hidden fixed charges).
- We will not charge for receiving faxes, or for non-extraordinary copying (e.g., less than 50 pages at a time of non-custom copying). For any costs charged, same will be limited to those agreed upon and which we incur through a third-party vendor – we do not add a premium to or mark up such costs.
- We will not charge for computer legal research you have not approved in advance.
- We will not charge for travel, lodgings or meals unless approved by you in advance.

Our rates are charged in 1/10 hour increments. We would bill for significant copying work, printing of color documents, costs of any experts engaged during a project, overnight delivery (except when used for our convenience) and other extraordinary expenses. All costs and other disbursements for outside services not specified herein shall be billed at actual cost.

All copying charges shall be billed at no more than twenty cents (\$.20) per page, which may include an allocation of the Firm's overhead and thus exceed actual cost. To the extent practical, large photocopying tasks will be sent out to an outside copy service in an effort to further reduce photocopying costs. Online database retrieval charges (i.e., Lexis, Westlaw, CompuServe, Dialogue, etc.) shall be billed at actual cost or the firm's best approximation thereof in the absence of per copy or permanent charges based upon actual time of use.

## TERMS AND CONDITIONS

Dickinson Wright agrees to the terms, conditions, and provisions of this proposal. This includes complying with the Town of Jerome’s Equal Opportunity policy.

## PROFESSIONAL LICENSING AND STANDARD PERFORMANCE

Dickinson Wright can confirm that the attorneys that we have proposed for this engagement for the Town of Jerome are in good standing in the State Bar of Arizona.

## INSURANCE REQUIREMENTS

Please see Appendix B for Dickinson Wright’s Certificate of Insurance, noting that we meet the Town of Jerome’s insurance requirements.

## CONFIDENTIALITY AND DATA SECURITY

Dickinson Wright agrees with the Town of Jerome’s confidentiality and data security policy. Dickinson Wright became one of the first law firms in the world to achieve ISO/IEC 27701:2019 certification, which demonstrates a commitment to innovation and efficiency as we continually improve information security management systems and processes, while streamlining efforts to provide additional security for clients when handling highly sensitive matters concerning their business.



## REFERENCES

Dickinson Wright is proud of its impressive roster of clients. Please feel free to contact any of these references below:

Client Name	Contact Name/Title	Contact Information
Northern Arizona Intergovernmental Public Transportation Authority (NAIPTA or Mountain Line)	Ms. Heather Dalmolin, CEO & General Manager	773 N Kaspar Dr. Flagstaff, AZ 86004 Phone: 928.799.6624 Email: <a href="mailto:hdalmolin@naipta.az.gov">hdalmolin@naipta.az.gov</a>
Maricopa Association of Governments (MAG)	Mr. Ed Zuercher, Executive Director	302 N 1st Ave., Suite 300 Phoenix, AZ 85003 Phone: 602.254.6300 Email: <a href="mailto:ezuercher@azmag.gov">ezuercher@azmag.gov</a>
Town of Queen Creek	Mr. Bruce Gardner, Town Manager	22350 S. Ellsworth Road Queen Creek, AZ 85142 Phone: 480.358.3905 Email: <a href="mailto:bruce.gardner@queencreekaz.gov">bruce.gardner@queencreekaz.gov</a>



City of Scottsdale	Ms. Sherry Scott, City Attorney	3939 N Drinkwater Blvd. Scottsdale, AZ 85251 Phone: 480.312.2405 Email: <a href="mailto:sscott@scottsdaleaz.gov">sscott@scottsdaleaz.gov</a>
Valleywise Health (Maricopa Integrated Health System)	Ms. Ijana Harris, General Counsel	2601 E Roosevelt St. Phoenix, AZ 85008 Phone: 602.344.5011 Email: <a href="mailto:ijana.harris@valleywisehealth.org">ijana.harris@valleywisehealth.org</a>
Pima Community College District	Mr. Jeff Silvyn, General Counsel and Vice Chancellor for Legal Affairs	4905 East Broadway Blvd. Tucson, AZ 85709 Phone: 520.206.4500 Email: <a href="mailto:jsilvyn@pima.edu">jsilvyn@pima.edu</a>

**CLIENTS / POTENTIAL CONFLICTS OF INTEREST**

Dickinson Wright honors the ethical rules that govern the practice of law. We approach each conflict that arises on an individual basis to assess if the conflict is one that can be waived. To the best of our knowledge, no matters exist which could be in conflict with our potential representation of the Town of Jerome. If a conflict is identified during the course of our representation and the prior file has not been closed, the inquiring party will discuss the issue with the billing attorney(s) on any file(s) identified to get all pertinent information. If a conflict is found, a Member of the Conflicts, Ethics and Professional Liability Subcommittee of the Firm's Professional Responsibility Committee will be consulted for assistance in determining whether the conflict is "waivable." Should the conflict be deemed ethically waivable, we will then contact the Town of Jerome to request written permission for a waiver from the Town.

The following list represents all public clients, wherein Dickinson Wright represents as Town Attorney or General Counsel, and that Scott Holcomb serves on the governing body, along with the meeting dates and times for each governing body:

**Scott Holcomb –**

- Town of Queen Creek, Arizona: Generally 5:30 p.m. on the 1st and 3rd Wednesdays of each month
- The Northern Arizona Intergovernmental Public Transportation Association (Mountain Line): Generally 10:00 a.m. on the 3rd Wednesday of each month
- Elected member of the Madison Elementary District School Board: Generally 2nd and 4th Tuesdays of each month

To the best of our knowledge, no private clients exist which could be in conflict with our potential representation of the Town of Jerome.

None of the attorneys who will be involved in this RFP has been adverse to public entities, either in litigation or administrative matters, and all are in good standing with the State Bar of Arizona.

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Thank you for the opportunity to submit this response and the prospect of becoming a valued partner with the Town of Jerome.

Dickinson Wright and the attorneys proposed for this engagement have the capacity to meet the deadlines of this engagement. We are available to begin work immediately.

# PROPOSAL PRICE BREAKDOWN SHEET

## Town of Jerome

### RFP

#### MUNICIPAL LEGAL SERVICES


The undersigned authorized representative agrees to provide the services as requested based on the following schedule of fees:

- A. Retainer (Est. 20 hours per month) \$ 9,000 per month  
B. Hourly billing rate (in excess of 20/month) \$ 325 -- 500 per rate chart in proposal  
C. Straight Hourly Rate for Services Option \$ 325 -- 500 per rate chart in proposal

Firm Name Dickinson Wright PLLC  
Address 1850 North Central Avenue, Suite 1400  
Phoenix, AZ 85004  
Business Telephone 602-285-5000  
Business Fax 844-670-6009  
E-mail Address SHolcolm@dickinsonwright.com

Type of Organization

A Professional Corporation, organized and existing under Arizona Law  
 A Partnership (Please list all partners) Scott Holcomb, Vail Cloar, Mitesh Patel,  
Bradley Burns, Sam Coffman  
 A Limited Liability Company (LLC) (Please list principals)

  
Signature of authorized representative

December 30, 2024  
Date

Scott A. Holcomb  
Printed of typed name

December 30, 2024  
Date



# Scott A. Holcomb

Member | PHOENIX | LAS VEGAS

Email: [SHolcomb@dickinsonwright.com](mailto:SHolcomb@dickinsonwright.com) Phone: 602-285-5028 Fax: 844-670-6009

Scott A. Holcomb's practice focuses on representation of public entities, construction and real estate documentation and claims, as well as commercial litigation, with emphasis on government contracts, real estate, and construction-related disputes; however, his practice spans nearly all aspects of commercial litigation. Mr. Holcomb has been involved in cases relating to public bid protests, public records requests, elections, annexations, property rights, contractor and real estate licensing, escrow agent and broker liability and claims, computer systems and software, insurance defense and coverage issues, bond claims, easements, enforcement of CC&Rs, business partnerships, businesses aspects of domestic relations cases, constitutional rights, and title insurance, to name a few areas. He has also drafted bid packages, contracts, and contract templates for public and private construction, as well as for developers, contractors, municipalities, and other government entities. As Town Attorney for Queen Creek, Mr. Holcomb has also overseen various litigation and administrative actions involving utilities, condemnation, zoning, water rights, and public records.

Mr. Holcomb has appeared as an advocate before the Arizona Superior Court, the Arizona Court of Appeals, the United States District Court for the Districts of Arizona and Nevada, the California Superior Court, the Nevada Superior Court, the Arizona Corporation Commission, the Arizona State Procurement Office, the Arizona State Liquor Licensing Board, the Arizona Department of Real Estate, the Arizona Registrar of Contractors, the Nevada Board of Contractors, the Arizona Department of Transportation Board, and various school districts and other regulatory bodies.

Mr. Holcomb has served for over 16 years on the Madison Elementary School Board and also provides training on Open Meetings Law and government procedures, procurement, and contract drafting. He has served as a hearing officer in various procurement protests.

## Prominent Assignments

- Serves as Town Attorney for the Town of Queen Creek on a variety of matters, including land use, elections, economic development, procurement, contract drafting, intergovernmental agreements, open meetings and public records.
- Represents Pima Community College, and serves as general counsel for the Northern Arizona Intergovernmental Public Transportation Authority (Mountain Line).
- Involved in preparing programming, procurement, design and construction contracts for a multitude of private and government projects, including the Cub's Spring Training facilities in Mesa, a historic resort property in Phoenix, a suite and villa resort in Tempe, a 1.2 million square foot mixed-use project and parking structure in Scottsdale, and the new public Library, Fire Stations, and Law Enforcement/City Council Chambers center in Queen Creek.
- Serves as construction attorney for the Maricopa Integrated Health System (Valleywise) in implementing the \$900 million dollar Proposition 480 expansion and renovation program, which involves developing the programming agreement with the program manager; creating standardized solicitation and contract documents for all design and construction of multiple new community health clinics throughout Maricopa County and a new hospital and related support and parking structures on the existing main campus; and advising MIHS on the ongoing construction and design related issues which arise, all of which will be ongoing over a period of seven years.
- Successfully defended, up through a petition for review the Arizona Supreme Court, Queen Creek's annexation of the Encanterra subdivision in Pinal County, Arizona, and successfully defended the Town of Queen Creek as a co-defendant with the Arizona Corporation Commission in a public records request lawsuit, again up through a petition for review in the Arizona Supreme Court.
- Acting as construction counsel for a 1 billion dollar casino resort project in Las Vegas, the first new casino and resort built in downtown Las Vegas in over 40 years.

## Areas Of Practice

- Commercial & Business Litigation
- Construction
- Environmental Litigation
- Education Law
- Alternative Dispute Resolution for Construction Industry
- Commercial Construction
- Construction Contract Drafting and Negotiation
- Construction Lending
- Insurance and Bonding
- Mechanic's Liens
- Public Construction and Procurement
- Residential Construction

## Education & Credentials

### Education

#### University of Iowa College of Law

J.D., 1984

- High Honors
- Moot Court Program, Board Member and Student Judge
- Board Member, student-run Client Counseling Program

#### Iowa State University

B.S., Speech, 1981

### Bar Admission

Arizona

Nevada

## Acknowledgements

- *The Legal 500 United States*
  - Real Estate Litigation, 2022
  - Real Estate Construction & Construction Litigation, 2024
- *Best Lawyers in America®*
  - “Lawyer of the Year”, Litigation - Construction, 2023
  - Litigation - Construction, 2001-2025
  - Litigation - Municipal, 2024-2025
  - Construction Law, 2024-2025

## Professional Involvement

- Executive Council Member, State Bar of Arizona Public Lawyers Executive Council
- Fellow, Construction Lawyers Society of America
- Elected Member and President, Madison Elementary School District No. 38 Governing Board
- Director, Maricopa County, Arizona School Boards Association
- Past Member, State Bar of Arizona Construction Law Section Board and Electronic Bulletin Board Committee
- Member, Real Estate and Construction Sections of the Arizona State Bar and American Bar Association



## Community Involvement

- Serving 16 years as an elected member of the Madison Elementary School District Governing Board, including terms as President and Clerk.
- Formed and serves as chairman of a nonprofit educational organization called CACTUS – Careers in Architecture, Construction and Trades Uplifting Students.
- Actively involved for over 28 years in the Camelback and Valley of the Sun Camelback Kiwanis, serving multiple terms as president.
- Has received numerous awards and recognition for his work in public education and with kids from Campfire of Arizona, Kiwanis, the Arizona School Boards Association and several public school districts.
- Acting as Camp Director for over 20 years for weekend kids' camps at Camp Wamatochick in the mountains of Arizona.
- Serves as Santa Claus for multiple churches, schools, clubs, park programs, homeless shelters, and retirement homes – over 1,000 people each year

## Publications/Presentations

- Co-Author, "[Statutory Limitations on Public Records Requests: Lessons from Audit-USA v. Maricopa County.](#)" Dickinson Wright Client Alert, October 2023
- Presenter, 'Zen and the Art of Contract Drafting,' Association of Corporate Council AZ Chapter Meeting, September 2023
- Co-Author, "ACC's Permissive Power Allows ACC to Appoint an Interim Manager to Remedy Threats to Public Health and Safety", Dickinson Wright Client Alert, August 2020
- Presenter, "Procurement Simplified and Examined: Understanding Terms, Time and Thought Behind the Process," 2019 Risk Management Summit, Mesa, Arizona, February 8, 2019
- Keynote Speaker, "Terms, Time and Thought: The Three T's in Procurement and Protest," 2018 AASBO Vendor/Buyer Conference, Phoenix, Arizona, January 30, 2018
- Presenter, "Solicitations (Invitations for Bids, Requests for Proposals, Requests for Qualification)," Construction Contract Workshop, Tempe, Arizona, January 24, 2018
- Presenter, "All About Construction: Solicitation, Contracts and Assurances," Serving the Public Lawyer Seminar, February 2017



# Vail C. Cloar

Member | PHOENIX

Email: [vcloar@dickinsonwright.com](mailto:vcloar@dickinsonwright.com) Phone: 602-285-5092 Fax: 844-670-6009

Vail C. Cloar focuses his practice on a wide array of litigation matters including constitutional litigation, eminent domain matters, professional malpractice litigation, and appeals before both state and federal courts. Mr. Cloar has represented all manner of both private and governmental clients in eminent domain matters across the state. He has litigated appeals before the Arizona Court of Appeals, the Arizona Supreme Court, and the Ninth Circuit Court of Appeals. Mr. Cloar is also an adjunct faculty member at the Sandra Day O'Connor College of Law at Arizona State University where he teaches two classes, Private Property Rights and Business and Real Estate Valuation.

Prior to joining the Firm, Mr. Cloar served as a Judicial Law Clerk to the Honorable Robert M. Brutinel of the Arizona Supreme Court.

## Prominent Assignments

Assisted with the successful defense of a special taxing district in appellate litigation from a taxpayer challenge to a multi-billion dollar municipal contract, including motion practice and briefing before the Arizona Supreme Court.

Assisted in the representation of a special taxing district in condemning a waterline easement and contractual water rights and with the defense of that district against a seven-figure severance damage claim.

Assisted in the defense of a national drive-away trucking company against a class claim alleging violations of state and federal minimum wage statutes spanning ten years and four states.

Assisted in successful appellate litigation affirming a trial court judgment dismissing a multi-million dollar damage claim against an Arizona municipality for breach of a development agreement.

Assisted in the representation of land owners in opposition to the creation of a special tax-levying improvement district, including representation before the Arizona Senate Subcommittee on Finance.

[WWW.DICKINSON-WRIGHT.COM](http://WWW.DICKINSON-WRIGHT.COM)

ARIZONA CALIFORNIA COLORADO FLORIDA ILLINOIS KENTUCKY MICHIGAN  
NEVADA OHIO TENNESSEE TEXAS WASHINGTON DC WINDSOR TORONTO

## Areas Of Practice

- Commercial & Business Litigation
- Constitutional Law
- Insurance Litigation
- Appeals & Advocacy
- Professional Liability Defense

## Education & Credentials

### Education

#### **Arizona State University, Sandra Day O'Connor College of Law**

J.D., 2014

- *magna cum laude*
- Order of the Coif
- 2014 John S. Armstrong Award
- Pedrick Scholar
- Arizona State Law Journal, Managing Editor
- CALI Excellence for the Future Awards:
  - Contracts
  - Torts
  - Legal Advocacy
  - Professional Responsibility
  - Private Property Rights
  - Family Law
- Pro Bono Distinction

#### **Arizona State University**

B.A., European History, 2011

- *summa cum laude*
- Dean's List

## Acknowledgements

- *Southwest Super Lawyers Rising Stars, Eminent Domain, 2024*
- *Best Lawyers in America®*
  - "Ones to Watch," Commercial Litigation, 2021-2023
  - "Ones to Watch," Appellate Practice, Commercial Litigation, 2024
- *Arizona Bar Exam*
  - Highest Score, 2014

## Experience

- Law Clerk to the Honorable Robert M. Brutinel, Arizona Supreme Court

## Publications/Presentations

- *Speaker, "Table of Experts: Cybersecurity and digital privacy,"* Phoenix Business Journal, October 2022
- *How to Lose Your Notice of Claim Defense, Serving the Public Lawyer Seminar,* February 2017
- *Safely Subsidized: Derivative and Repo Financing Under the U.S. Bankruptcy Code,* 45 Ariz. St. L.J. 1663 (2013).
- Co-author, *Surviving Cross Exam: Tips for Expert Witnesses,* Journal of Accountancy (Oct. 2014)



# Bradley A. Burns

Member and Deputy CEO – Associate Management | PHOENIX

Email: [bburns@dickinsonwright.com](mailto:bburns@dickinsonwright.com) Phone: 602-889-5357 Fax: 844-670-6009

Member and Deputy CEO – Associate Management in Dickinson Wright's Phoenix office, Bradley A. Burns focuses his practice on Commercial and Business Litigation. Mr. Burns has represented municipal corporations, product manufacturers and special-purpose governmental units in litigation claims, business and municipal matters, negotiation of contracts and general corporate and employment matters. He is admitted to practice before the Arizona Supreme Court, United States District Court for the District of Arizona, United States Circuit Court of Appeals for the Ninth Circuit and the United States Circuit Court of Appeals for the Second Circuit

## Prominent Assignments

Assisted in the representation of a municipal corporation in connection with the negotiation and documentation of a stadium lease and management agreement.

Assisted in the successful defense of a special taxing district in connection with multiple litigation matters, including disputes regarding the extent of constitutional powers and defense of damages claims for over \$3 billion.

Led the representation of a consumer product manufacturer in general corporate and employment matters.

Assisted in the successful defense of an open meeting law challenge to certain acts of a special taxing district. The client obtained a favorable decision on the merits.

Assisted in advising multiple Arizona municipal corporations regarding the conduct of their business and municipal affairs.

## Representative Cases

*Coombs v. Maricopa County Special Health Care District*, 241 Ariz. 320, 387 P.3d 743 (App. 2016)

[WWW.DICKINSON-WRIGHT.COM](http://WWW.DICKINSON-WRIGHT.COM)

ARIZONA CALIFORNIA COLORADO FLORIDA ILLINOIS KENTUCKY MICHIGAN  
NEVADA OHIO TENNESSEE TEXAS WASHINGTON DC WINDSOR TORONTO

*Learning Annex Holdings, LLC v. Cashflow Technologies, Inc.*, 652 Fed. Appx. 67, 68 (2d Cir. 2016)

*Arizona Pub. Integrity Alliance, Inc. v. Maricopa County Special Health Care District*, 1 CA-CV 14-0604, 2015 WL 5882823, (App. Oct. 8, 2015), *review denied* (May 19, 2016)

*Romero v. Steinke*, 1 CA-CV 15-0862, 2017 WL 2189500 (Ariz. App. May 18, 2017)

*Yellow Jacket Drilling Services, LLC v. City of Sedona*, 1 CA-CV 15-0487, 2017 WL 1740287, at \*1 (Ariz. App. May 4, 2017)

## Areas Of Practice

- Commercial & Business Litigation
- Commercial Construction
- Residential Construction
- Insurance Litigation

## Education & Credentials

### Education

**Arizona State University, Sandra Day O'Connor College of Law**

J.D., 2013

- Pedrick Scholar
- Order of the Barristers
- *Arizona State Law Journal*, Associate Editor
- Executive Moot Court Board, Chair for Recruiting
- CALI Awards for Excellence in Academics
  - Legal Method and Writing (2010)
  - Torts (2010)
  - Constitutional Law (2011)
  - Election Law (2013)
- Jenckes Closing Argument Competition, Champion, 2010
- Spritzer Appellate Advocacy Competition, Champion, 2013
- Oplinger Closing Argument Competition, 2nd Place, 2011 and 2013

### University of Arizona

B.A., Political Science, 2009

- Dean's List
- Student Body Senator

### Bar Admission

**Arizona**



## Acknowledgements

- *Benchmark Litigation*
  - "40 and Under Hot List," 2023
- *Best Lawyers in America®*
  - "Ones to Watch," Commercial Litigation, 2022-2024
- *Southwest Super Lawyers®*
  - "Rising Star," Business Litigation, 2018-2024

## Professional Involvement

- State Bar of Arizona
- Maricopa County Bar Association
- Federal Bar Association
- American Bar Association

## Bar and court admissions

- State Bar of Arizona, 2013
- Arizona Supreme Court, 2013
- United States District Court, District of Arizona, 2013
- United States Circuit Court of Appeals, Ninth Circuit, 2014
- United States Circuit Court of Appeals, Second Circuit, 2015

## Publications/Presentations

- Presenter, "Best Practices for Written Documentation," Legal Issues in Design and Construction Conference hosted by Arizona State University and the Alliance for Construction Excellence, April 2017
- Presenter, "How to Lose Your Notice of Claim Defense," Serving the Public Lawyer Seminar, February 2017
- Co-author, "Presenting the Income Approach to Value -- Direct Capitalization Methodology," Arizona Condemnation Summit XV (October 10, 2014)



# Mitesh V. Patel

Member PHOENIX

Email: [mpatel@dickinsonwright.com](mailto:mpatel@dickinsonwright.com) Phone: 602-285-5089 Fax: 844-670-6009

Mitesh Patel's practice focuses on representation of public entities, real estate transactions and commercial litigation with emphasis on real estate related disputes. He has experience with real estate transactions (including acquisition, disposition, lease, easements, etc.), development agreements, water and well issues, land use and easement issues, impact fee agreements, government property lease excise taxes (GPLETs), public records, open meeting laws, and procurement.

Mitesh has specific experience representing municipal public bodies, including the Town of Fountain Hills, Town of Queen Creek, and the Maricopa Association of Governments. In addition, he has a master's degree in real estate development and has experience with all aspects of purchase and sale transactions, lease transactions, coordinating the due diligence, etc.

## Prominent Assignments

### Real Estate

- Represent private companies in the acquisition and disposition of real property in a variety of sectors of the market, including vacant land, automobile dealerships/land, car washes, storage facilities, and medical office buildings.
- Draft and review purchase and sale agreements (including related documents such as deeds, assignments, bills of sale, non-compete agreements, access agreements, temporary easements), lead and conduct title and due diligence review, coordinate due diligence (including surveys and environmental analysis), and coordinate transaction closing procedures.
- Draft and review lease agreements for facilities in a variety of market segments, including retail, restaurants, office, industrial, and medical office.
- Conduct zoning review and use analysis.
- Review development agreements and draft impact fee agreements.

- Analysis of government property lease excise tax agreements and create pro formas.
- Draft and review declarations of code, covenants and restrictions.
- Draft and review well-water sharing agreements.

### Municipal

- Represent several public bodies as town or general counsel.
- Draft and review purchase and sale agreements for real property, right-of-way purchase agreements, licenses to use property, easements, dedication agreements, and access agreements.
- Coordinate due diligence and closing procedures.
- Draft, review, and enforce development agreements between municipalities and private developers.
- Draft and review water use and water recharge agreements.
- Draft and review all procurement agreements, ordinances, and resolutions.
- Draft and review new laws.
- Advise municipal councils, boards, and commissions.

### Commercial Litigation:

- Research and draft pleadings in a variety of cases in state and district court, including issues involving breach of contract, easement violations, government property lease excise taxes, leases, and tribal sovereign immunity.
- Take the deposition of witnesses in a trademark infringement case.

## Areas Of Practice

- Real Estate
- Commercial & Business Litigation
- Public Finance
- India

## Education & Credentials

## Education

### University of Arizona

B.S., Electrical Engineering, 1999

- *cum laude*
- Dean's List

### Arizona State University, W.P. Carey School of Business

2011

- Master of Real Estate Development

### Arizona State University, Sandra Day O'Connor College of Law

J.D., 2014

- *summa cum laude*
- Willard H. Pedrick Scholar (Dean's List); 10 Cali Awards (Highest Grade in Class)
- Strauss Award from Center for Law, Science and Technology
- *Arizona State Law Journal*, Associate Editor, Technology Editor
- Perkins Coie Patent Litigation Fellowship
- College of Law Scholarship, American Corporate Counsel Association Scholarship

## Bar Admission

### Arizona

## Professional Involvement

- Member, Arizona State Bar
- Member, Scottsdale, Arizona and National Board of Realtors

## Experience

- 5-years experience as a digital design engineer at Motorola
- 6-years experience as a project manager for a residential general contractor
- 9-years experience as a licensed real estate sales person / 6-years experience as a licensed real estate broker

## Publications/Presentations

*Instructor*, Arizona State University Sandra Day O'Connor College of Law: Private Property Rights; and Real Estate and Business Valuation

*Contributing Author*, Arbitrators' Award of Pre-Award, Post-Award, and Post-Confirmation Interest CLE

*Contributing Author*, Quantum Meruit and Unjust Enrichment Construction Industry Claims CLE

*Author and Presenter*, The Appraisal of Real Estate CLE



# D. Samuel Coffman

Member | PHOENIX

Email: [scoffman@dickinsonwright.com](mailto:scoffman@dickinsonwright.com) Phone: 602-285-5029 Fax: 844-670-6009

As leader of the Labor and Employment Practice Group in Dickinson Wright's Phoenix office, Sam Coffman has over 30 years of experience counseling employers in all areas of employment law, including management and labor practices, hiring, discipline, terminations, terms of employment, and the review and drafting of employment policies, manuals and employee contracts. His strong employment-related litigation background includes representing clients in Title VII claims, breach of contract of employment, wrongful discharge, fraud, defamation and other employment-related torts, and restrictive covenants.

Mr. Coffman also focuses his practice on municipal law, commercial litigation, and tribal law. He serves as General Counsel for the Maricopa Association of Governments and has defended lawsuits brought against municipalities in development, employment and commercial litigation matters. He has litigated development agreements, defended title claims, defended and prosecuted landlord tenant cases and has represented Indian tribes, tribal enterprises, and gaming operations.

Mr. Coffman is admitted to practice before the state and federal courts in Arizona and the Ninth Circuit Court of Appeals.

## Prominent Assignments

- Successfully defended and obtained jury verdict in favor of banking institution against executive alleging claims of breach of contract and breach of fiduciary duty.
- Successfully defended and obtained jury verdict in favor of construction company alleged to have engaged in gender discrimination.
- Obtained jury verdict in favor of real property purchaser alleging fraudulent practices against realtor.
- Obtained dismissal in the Arizona Superior Court, Court of Appeals and Supreme Court in favor of a construction company alleged to have defrauded prior partner.
- Successfully represented tribal agents sued by tribal developer in the Arizona Superior Court and on Appeal.
- Successfully defended tribal gaming enterprise in tribal court in lawsuit brought by former casino executives.

## Areas Of Practice

- Commercial & Business Litigation
- Labor & Employment
- Government Contracts
- Public Finance
- Native American Law
- Native American Economic Development

## Education & Credentials

### Education

#### **University of Arizona College of Law**

J.D., 1987

- with distinction
- Editor, *Arizona Law Review* (1986-87)

#### **Grand Canyon University**

B.A., History , 1980

- with honors

### Bar Admission

#### **Arizona**

## Acknowledgements

- *The Legal 500 United States*
  - "Recommended Lawyer," 2020
- *Martindale-Hubbell® AV Preeminent® Peer Review Rating*
- *Best Lawyers in America®*
  - Arbitration, 2024
  - Labor and Employment Law & Commercial Litigation, 2013-2024
  - Management, Litigation 2023-2024
- *Grand Canyon University Hall of Fame*
  - Inducted, 2014
- *Arizona's Finest Lawyers*
  - Volunteer of the Year Award, 2017



## Professional Involvement

- Maricopa County Bar Association, Member
- State Bar of Arizona, Member
  - Employment Section
- American Bar Association, Member
  - Employment Section

## Publications/Presentations

- Co-Author, "[U.S. Supreme Court Splits the Baby as It Stays the Private Employer Vaccine or Test Mandate but Keeps the Healthcare Vaccine Mandate in Place.](#)" Dickinson Wright Industry Alert, January 2022
- Co-Author, "[Private Employer Vaccine Mandate Moves Forward as Sixth Circuit Dissolves Fifth Circuit's OSHA ETS Stay.](#)" Dickinson Wright Industry Alert, December 2021
- Presenter, "Proper Documentation: Doing It the Write Way," Serving the Public Lawyer Seminar, February 2017



December 26, 2024

Dickinson Wright PLLC  
500 Woodward Avenue  
Suite 4000  
Detroit, MI 48226-3425

To Whom It May Concern:

### **CONFIRMATION OF INSURANCE**

We hereby confirm that Dickinson Wright PLLC has Professional Liability Coverage under Policy LPL-1925-2025 with limits of liability not less than \$1,000,000 per claim and \$3,000,000 in the aggregate with the right, under stated conditions, to purchase extended reporting rights upon termination of such Policy by ALAS.

The Policy effective date is from January 1, 2025 to January 1, 2026.

Such Policy is subject to the terms, conditions, limitations and exclusions stated therein.

**ATTORNEYS' LIABILITY ASSURANCE SOCIETY LTD.,  
A RISK RETENTION GROUP**

By: 

Nancy J. Montroy  
Vice President – Director of Underwriting

Date: 12/26/2024

10 South Riverside Plaza  
Suite 1100  
Chicago, IL 60606  
312.697.6900 tel  
312.697.6901 fax

[alas.com](http://alas.com)



# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

10/27/2023

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

**IMPORTANT:** If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

<b>PRODUCER</b> The James B. Oswald Company 39572 Woodward Ave Suite 201 Bloomfield Hills MI 48304		<b>CONTACT NAME:</b> Cindy Prusinowski <b>PHONE (A/C, No, Ext):</b> (248) 433-1466 <b>E-MAIL ADDRESS:</b> cprusinowski@oswaldcompanies.com		<b>FAX (A/C, No):</b> (248) 433-7611	
<b>INSURED</b> Dickinson Wright PLLC 2600 W Big Beaver Rd #300 Troy MI 48084		<b>INSURER(S) AFFORDING COVERAGE</b>			<b>NAIC #</b>
		<b>INSURER A:</b> National Fire Insurance Co of Hartford			20478
		<b>INSURER B:</b> Continental Insurance Company			35289
		<b>INSURER C:</b>			
		<b>INSURER D:</b>			
		<b>INSURER E:</b>			
		<b>INSURER F:</b>			

**COVERAGES**

CERTIFICATE NUMBER: 23-24 Liability

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
A	<input checked="" type="checkbox"/> <b>COMMERCIAL GENERAL LIABILITY</b> <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input checked="" type="checkbox"/> LOC OTHER:			6043568536	11/01/2023	11/01/2024	EACH OCCURRENCE	\$ 1,000,000
							DAMAGE TO RENTED PREMISES (Ea occurrence)	\$ 1,000,000
							MED EXP (Any one person)	\$ 15,000
							PERSONAL & ADV INJURY	\$ 1,000,000
							GENERAL AGGREGATE	\$ 2,000,000
							PRODUCTS - COMP/OP AGG	\$ 2,000,000
								\$
A	<b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY			6043568553	11/01/2023	11/01/2024	COMBINED SINGLE LIMIT (Ea accident)	\$ 1,000,000
							BODILY INJURY (Per person)	\$
							BODILY INJURY (Per accident)	\$
							PROPERTY DAMAGE (Per accident)	\$
								\$
B	<input checked="" type="checkbox"/> <b>UMBRELLA LIAB</b> <input type="checkbox"/> EXCESS LIAB DED <input checked="" type="checkbox"/> RETENTION \$ 10,000			6043568567	11/01/2023	11/01/2024	EACH OCCURRENCE	\$ 20,000,000
							AGGREGATE	\$ 20,000,000
								\$
B	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below		N/A	6043568570	11/01/2023	11/01/2024	<input checked="" type="checkbox"/> PER STATUTE	
								OTH-ER
							E.L. EACH ACCIDENT	\$ 500,000
							E.L. DISEASE - EA EMPLOYEE	\$ 500,000
							E.L. DISEASE - POLICY LIMIT	\$ 500,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

**CERTIFICATE HOLDER****CANCELLATION**

Dickinson Wright PLLC 2600 W Big Beaver Rd #300  Troy MI 48084	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.  AUTHORIZED REPRESENTATIVE <i>Lindsay McMillan</i>
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