

**SAN DIEGO UNIFIED SCHOOL DISTRICT
LEGAL SERVICES OFFICE**

**GUIDELINES GOVERNING RELATIONSHIP
WITH ASSOCIATE COUNSEL**

These guidelines reflect the practices and procedures governing the relationship between SAN DIEGO UNIFIED SCHOOL DISTRICT (“DISTRICT”) and the various attorneys and law firms (“ASSOCIATE COUNSEL”) retained from time to time to represent the DISTRICT for litigation or other legal services.

CONFIDENTIALITY

In the course of performing services for the DISTRICT, you may have access to confidential, commercial or personal information concerning the practices of the DISTRICT and its employees. We ask that you respect the confidentiality of such information, regardless of whether such information is subject to the attorney-client privilege, and ask that you do not disclose any such information unless you receive prior approval from the DISTRICT, or unless required by subpoena or other legal process. Please notify the DISTRICT’s General Counsel (“GENERAL COUNSEL”) as soon as possible upon receipt of any such subpoena or other legal process.

CONFLICTS

Please notify GENERAL COUNSEL immediately if you identify any actual or potential conflicts of interest.

PROFESSIONAL LIABILITY INSURANCE

ASSOCIATE COUNSEL agrees to maintain appropriate levels of professional liability insurance throughout representation of the DISTRICT, as outlined in the Agreement.

EMPLOYEE CONTACTS

Please do not contact DISTRICT employees, other than GENERAL COUNSEL staff, without prior notification and approval. It can be disruptive, and often the employees are unsure who you represent or how to respond. If you wish to communicate with a DISTRICT employee, contact GENERAL COUNSEL to discuss the purpose and GENERAL COUNSEL will coordinate any necessary meetings.

MEDIA INQUIRIES

ASSOCIATE COUNSEL may work on DISTRICT related matters that are of interest to the media, legal profession, or general public. The DISTRICT employs a communications department, which has responsibility for responding to such inquiries. ASSOCIATE COUNSEL is not authorized to respond to the media or public on DISTRICT’s behalf without prior specific

authorization from GENERAL COUNSEL or a member of DISTRICT's communications department.

Additionally, GENERAL COUNSEL expects to be advised, in advance, of any developments or actions in DISTRICT matters, in which you are involved, that may be newsworthy or creates public interest or publicity. We recognize that, from time-to-time, your work for the DISTRICT may be of interest to the legal profession, or the subject of an article, presentation or speech by outside counsel to a professional audience. GENERAL COUNSEL asks that all such opportunities be discussed with GENERAL COUNSEL before writing about or discussing any DISTRICT-related matters.

USE OF IN-HOUSE SUPPORT STAFF

While GENERAL COUNSEL encourages ASSOCIATE COUNSEL to utilize the most cost-efficient personnel within the firm, GENERAL COUNSEL expects ASSOCIATE COUNSEL to be personally involved and fully informed as to status for the duration of the matter.

In addition, GENERAL COUNSEL expects ASSOCIATE COUNSEL to identify, at the outset of the engagement and on an on-going basis, who will be handling the various aspects of the matter or case, including but not limited to research, negotiations, drafting minor and major motions, depositions, and trials. There shall be no changes in such personnel assignments or duration of assignments without further discussions and agreements. As quality of service can be affected by a lack of continuity, it is best to concentrate knowledge, thus GENERAL COUNSEL prefers that a "team" of not more than three (3) individuals, including partners, associates and paralegals, work on any one matter. On complex matters that require additional personnel or specialists, please obtain prior approval from GENERAL COUNSEL before adding any additional personnel.

As indicated on the Receipt and Acknowledgment section of these Guidelines, ASSOCIATE COUNSEL agrees to provide a current list of attorneys who will be working on the matter(s), along with their current billing rates, at the time the executed copy is returned. Billing rates may not increase without written consent from General Counsel.

ATTENDANCE ON BEHALF OF DISTRICT

GENERAL COUNSEL expects that only one attorney will attend negotiations, hearings, closings, depositions, meetings, etc. GENERAL COUNSEL recognizes that unusual circumstances may arise requiring additional staffing. We request that ASSOCIATE COUNSEL use discretion in those circumstances. Please contact GENERAL COUNSEL if you have any questions regarding staffing.

ALTERNATE DISPUTE RESOLUTION/SETTLEMENT

At inception, as well as at all later stages of litigation, GENERAL COUNSEL and ASSOCIATE COUNSEL shall take into account the economics of settlement versus the most probable litigated outcome and determine if mediation and arbitration might be a more cost-effective approach.

STRATEGIC PLANNING

As it is necessary to develop plans at the outset of any matter - rather than simply reacting to events as they occur - alternative strategies should be considered and adopted that are best suited to the DISTRICT's needs. Not only is it imperative to analyze differing jurisdiction requirements in the early stages of planning, on-going reassessment of strategies between GENERAL COUNSEL and ASSOCIATE COUNSEL are of particular importance should circumstances change.

SUBMISSION OF LEGAL RESEARCH

A copy of each memorandum of legal research should be forwarded to GENERAL COUNSEL upon completion.

LITIGATION PLAN AND BUDGET

For all matters in excess of \$50,000.00 in controversy, or in which you anticipate over \$50,000.00 in fees and expenditures - regardless of the amount in controversy - please prepare a litigation plan that describes your understanding of the key legal and factual issues in the case, and how you intend to address them. The plan should include a description of the over-all approach recommended and a budget projection for the following:

1. Anticipated motions (e.g., motions to dismiss, summary judgment, etc.);
2. Number of expected witness depositions and anticipated costs (including preparation and travel costs for witnesses not in the jurisdiction);
3. Number and type of expert witnesses and anticipated costs;
4. Additional discovery costs if an extraordinary number of documents are involved;
5. Witness interviews and other informal discovery;
6. Extraordinary research costs if the matter or the issue involves matters of first impression, or our theory is unique or contrary to existing case law;
7. Trial costs including staffing at trial, jury selection, trial time, and trial briefs.

PROFESSIONAL CONDUCT

GENERAL COUNSEL has selected ASSOCIATE COUNSEL based on ASSOCIATE COUNSEL’s qualifications and expertise to effectively represent the DISTRICT’s interests, and the demeanor to represent the DISTRICT before the courts, administrative bodies, and other legal professional. ASSOCIATE COUNSEL shall conduct themselves in a civil and professional manner in all dealings, so as not to detract from the DISTRICT’s image and reputation. If you believe opposing counsel is acting unreasonably with respect to such matters as discovery and scheduling, please discuss directly with GENERAL COUNSEL to avoid time-consuming, expensive, acrimonious, or unproductive exchanges of correspondence and motions.

APPORTIONING TIME

When ASSOCIATE COUNSEL performs work on a DISTRICT matter at the same time as one or more other matters, the DISTRICT should be billed only for the proportionate time spent on that particular DISTRICT matter. These situations often arise during travel time, delays at court appearances, and in similar other circumstances. We expect to be billed strictly based on lawyer and paralegal time involved, plus reasonable other out-of-pocket expenses (at cost). The DISTRICT will not pay for overtime or other extraordinary charges, without prior approval, or training of junior attorneys or law clerks in basic procedural or substantive law. Additionally, excessive meetings among staff are discouraged.

BILLING REQUIREMENTS

Billing requirements are strictly enforced due to the nature of funding received from state and federal sources and subsequent auditing. Invoices that do not follow the DISTRICT’s format as detailed below are subject to non-payment and will be returned for revision without notice:

1. **Frequency:** Each case or project should be billed separately, clearly indicating the court case number or matter number. All billings should be submitted to GENERAL COUNSEL on a monthly basis in accordance with these Guidelines;
2. **Stale charges:** All charges must be submitted for payment within sixty (60) days of completion of the billed services.
3. **Detailed Entries:** Billed hours shall be divided into segments no greater than .1 hour. Time entries must accurately describe the work done (e.g., “considered,” analyzed,” or “reviewed” does not accurately describe a conference between lawyers or an action performed in conjunction with working on a case). All bills should be organized chronologically in descending order by total of fees/costs billed for the period and should be accompanied by a detailed description of work done (including name of individual contacted and subject discussed), time spent by each partner, associate, and paralegal, the hourly charge for each, and a brief itemization of out-of-pocket disbursements.
4. **Task Billing:** Each task performed must have its own time entry separated by a semicolon (;). The DISTRICT will not pay for multiple tasks under one entry.

ADDENDUM "A"

5. Conferences: Only one (1) attorney may bill for conferences between members of ASSOCIATE COUNSEL's firm unless otherwise agreed. The DISTRICT will not pay for "tag team" billing methods.
6. Photocopying: The DISTRICT will only pay for the actual cost of photocopying provided by, or incurred by outside counsel, not to exceed fourteen cents (\$.14) per page for an 8½ x 11 impression. All invoices must include the number of copies made and charge per copy.
7. Facsimiles: The DISTRICT will pay for the actual cost of charges as charged to you by your telecommunications provider. This charge is typically the same fee as a telephone call.
8. Telephone Charges: The DISTRICT will pay for long distance or toll calls, but not for local charges.
9. Delivery Services: GENERAL COUNSEL expects the use of messenger and expedited mail services (e.g. Federal Express, Airborne Express, UPS, etc.) only be used in exceptional circumstances. Outside messenger services should only be used as a last resort for personal service or court filings, and the DISTRICT agrees to pay only the actual charges incurred.
10. Court Costs: The DISTRICT is a public entity and therefore is not required to pay filing fees. Additionally, the DISTRICT will not be responsible for sanctions or penalties imposed by a court due to the conduct of ASSOCIATE COUNSEL.

EXPENSE ESTIMATES

For internal control purposes, it is necessary for GENERAL COUNSEL to estimate current and future costs of all legal services. In most instances, this is best accomplished through discussions with ASSOCIATE COUNSEL, taking into account existing strategic plans for the matter, staffing, and expected workload. These forecasts should be based on the best and most accurate judgment of GENERAL COUNSEL in conjunction with ASSOCIATE COUNSEL, without any additional "factor of safety" added thereto. No project with a cost of more than \$2,000 should be undertaken without GENERAL COUNSEL'S prior consent.

STATUS REPORTS

On at least a monthly basis, ASSOCIATE COUNSEL should submit a written status report to GENERAL COUNSEL for each pending matter currently being handled by ASSOCIATE COUNSEL. This requirement can be waived for matters in which ASSOCIATE COUNSEL is defending DISTRICT but the plaintiff is not actively pursuing its claim.

TRAVEL

The DISTRICT is a public entity supported by taxpayer dollars and will not pay travel expenses without prior approval. Therefore, ASSOCIATE COUNSEL should seek the most

economical means of travel available. Domestic air travel shall be booked at coach rates; however, international flights may be booked at business class rates, depending on the length of travel. In the event ASSOCIATE COUNSEL works on a non-DISTRICT matter during travel time, such efforts shall not be considered travel time for billing purposes.

OVERHEAD COSTS

Telephone equipment, word processing equipment, and support staff services are considered overhead and are not to be included as expense items. The DISTRICT will pay for secretarial and clerical overtime when the nature of the assignment requires overtime or the expense results from the DISTRICT's action.

ACKNOWLEDGMENT

**To: Legal Services
San Diego Unified School District**

From: Associate Counsel (as named below)

Re: Receipt and Acknowledgment of Guidelines Governing Relationship With Associate Counsel

I acknowledge, on behalf of the undersigned law firm, that I have received and reviewed the "Guidelines Governing Relationship With Associate Counsel." I know of no reason why my firm cannot comply with the Guidelines, and I accept these terms as a condition of the District's agreement to engage us as Associate Counsel.

A list of all attorneys and paralegals (and their respective billing rates) designated to work on District matters is attached. We agree to submit, in writing, any proposed changes in attorney teams or applicable billing rates to General Counsel for prior approval.

If we become aware of any conflict, or of any reason why we cannot comply with the Guidelines, we agree to bring it to your immediate attention.

| | |
|--------------|--------------------------|
| For: | By: _____ (Signature) |
| | _____ |
| | (Typed or Printed name) |
| Dated: _____ | _____ |
| | (Title) |