

SOUTHWESTERN COLLEGE FOUNDATION  
SPECIAL MEETING OF THE BOARD OF DIRECTORS  
AGENDA

Tuesday, June 14, 2016

7:30 a.m. – 8:00 a.m.

LOCATION: BUILDING 210, ROOM 214

1. WELCOME/ CALL TO ORDER–Ricardo A. Macedo
2. NEW BUSINESS
  - A. Approval of Legal Services for the Southwestern College Foundation
    - i. [Action] Consider approval of entering into contract with Higgs, Fletcher & Mack for legal services.
3. ANNOUNCEMENTS
4. ADJOURNMENT–Ricardo A. Macedo

Next meeting date: Summer Retreat-July 23, 2016

**Jonathan A. Grissom**  
Partner  
[jgrissom@higgslaw.com](mailto:jgrissom@higgslaw.com)  
D 619.595.4250

May 20, 2016

**Via Email: [zencarnacion@swccd.edu](mailto:zencarnacion@swccd.edu)**

Zaneta Salde Encarnacion, Executive Director  
Southwestern College Foundation  
900 Otay Lakes Rd., Room 100D  
Chula Vista, CA 91910

**Re: Response to Request for Proposal for Legal Services**

Dear Review Committee:

This letter responds to the search being conducted by the Southwestern College Foundation (the "Foundation") for legal services, including review of organizational documents, agreements, and attendance at one board meeting and one committee meeting.

Our firm, Higgs Fletcher and Mack LLP ("HFM"), was founded in 1939 and is one of the oldest and largest full service law firms located exclusively in San Diego. HFM and all personnel are properly licensed to practice law in the State of California.

If our proposal is accepted by the Board, I will be the attorney responsible for providing the legal services requested by the Foundation. The majority of my practice involves the representation of tax exempt organizations. I have been representing nonprofit, tax-exempt organizations in San Diego and other parts of the country since 1997. I am a Partner with HFM, and my nonprofit rate is \$395 per hour.

Attached for your consideration is the following information:

1. A Firm Profile describing HFM's history and its current practice areas;
2. A Practice Profile describing my experience and Education; and
3. A copy of our Firm's Equal Opportunity Employment Policy.

The Foundation's Request for Proposal ("RFP") seeks flat-fee estimates for the proposed scope of services. Generally, our services are billed by the hour (\$395 per hour) and the total fee billed is dependent upon the time required to complete the tasks requested. The scope of

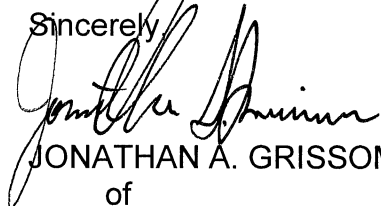
Zaneta Salde Encarnacion, Executive Director  
Southwestern College Foundation  
May 20, 2016  
Page 2

services in the RFP is segmented into three distinct components, and we respond to each component as follows:

1. Scope: Review, revise, and ensure alignment of the Foundation's articles of incorporation, bylaws, and master agreement with Southwestern Community College District. Estimate: We do not possess copies of the referenced documents and our ability to provide an estimate is correspondingly limited. However, historically the fees for reviewing and revising similar governing documents are approximately \$4,000-\$6,000. The fees in this case could be different depending upon the documents at issue, particularly the master agreement with Southwestern Community College.
2. Scope: Review and revise contractual agreements including Master Agreement, Fund Agreements, Grant Agreement, and others as determined. Estimate: We do not possess copies of the referenced documents and therefore cannot provide a flat fee estimate. Our hourly rate of \$395 would apply to review of the documents. We could provide a more detailed estimate upon receipt of the documents.
3. Scope: Attend one Executive Committee and one Board meeting as necessary. Estimate: Assuming that each meeting is two hours in duration, our fees for attending the meetings would be approximately \$1,500.

We hope that HFM can assist the Foundation with its legal needs. If you have any questions concerning this letter or the enclosed materials, please do not hesitate to contact us.

Sincerely,

  
JONATHAN A. GRISSOM  
of  
HIGGS FLETCHER & MACK LLP

JAG/en  
Attachments

## FIRM PROFILE

Higgs Fletcher & Mack was founded in 1939. Today it is one of the oldest and largest full service law firms located exclusively in San Diego. In addition to being one of the region's most respected firms, Higgs Fletcher & Mack is known in the community for its expertise, its integrity, and its service.

The Firm, with offices overlooking magnificent San Diego harbor, is constantly evolving and expanding its practice areas to better serve the changing needs of its clientele and the San Diego community. This is accomplished by recruiting, training, and retaining some of San Diego's brightest young lawyers, and through dynamic mergers with several other prominent San Diego law firms.

With more than 75 attorneys in a full range of practice areas, the Firm is capable of meeting the needs of individuals and businesses in San Diego and throughout Southern California. To that end, the Firm strives to serve its clients with practical but exhaustive preparation, and civil but vigorous advocacy, while providing exceptional value to its clients.

The high community esteem of Higgs Fletcher & Mack also stems from the numerous partners at the Firm who have become prominent State and Federal judges. The Firm counts its members among the prestigious American Board of Trial Advocates (ABOTA), the American College of Mortgage Attorneys, the American College of Civil Trial Mediators, and the American College of Tax Counsel.

The combination of history, vision, integrity, and leadership has allowed Higgs Fletcher & Mack to remain a stable force in the San Diego community for six decades—providing unparalleled client service and an impressive record of success in an increasingly complex and hostile legal environment. Higgs Fletcher & Mack's intelligent and prudent management and commitment to its founding ideals ensure the Firm's existence, strength, and prominence as "San Diego's Law Firm" for many years to come.

## PRACTICE AREAS

Higgs Fletcher & Mack is organized into specific practice groups designed to provide clients with attorneys who have a particular expertise and experience in the field and who are committed to maintaining a proficiency in the law relating to that particular practice group. As a result, clients always have access to experienced litigators, knowledgeable transactional lawyers, or the appropriate combination of lawyers from our various groups. It also ensures clients will have lawyers who provide an efficient and cost effective solution for their particular needs.

As San Diego grows, the breadth of the Firm's practice groups will continue to evolve in order to best serve the individuals and both small and large businesses who comprise the Firm's client base.

Among the Firm's practice areas are the following:

Alternative Dispute Resolution  
Appeals & Writs  
Bankruptcy, Insolvency & Reorganization  
Business Litigation  
Construction  
Corporate & Securities  
Criminal  
Employment  
Environmental  
Family  
Financial Services  
Health Care

Hotels, Restaurants & Tourism  
Immigration & Nationality  
Intellectual Property  
International  
Plaintiff's Litigation  
Privacy and Information Security  
Products Liability  
Real Estate  
Tax  
Tort & Insurance  
Transportation  
Trusts, Estates & Estate Planning

**JONATHAN A. GRISSOM, Partner**

Mr. Grissom's primary practice areas are business and corporate law, real estate, and tax.

Since 1997, he has represented a wide variety of public charities, private foundations, and other nonprofit organizations, including scientific research organizations, social welfare organizations, professional societies, trade groups, educational institutions and related groups, religious organizations, amateur/youth sports organization, business leagues, hospitals and related groups, social clubs, and organizations dedicated to animal welfare, environmental protection, human rights, arts and culture, and other philanthropic causes. Nonprofit, tax-exempt organizations represent approximately 85% of Mr. Grissom's clients.

In addition, he advises corporations, partnerships, limited liability companies, and other business entities regarding various transactions, including business formation, commercial contracts, structuring, negotiating, and documenting the acquisition and sale of businesses, joint ventures, real estate acquisitions, and other complex business transactions.

His experience includes advising and assisting clients concerning start up and entity selection, entity formation, governance issues, applications for federal and state tax exempt status, regulatory compliance, fiscal sponsorship arrangements, compliance with applicable public support tests, charitable solicitations, tax-exempt bond financings, endowment funds, property tax exemption, the protection of assets, political activities, lobbying, unrelated business income, contracts, joint ventures, grant making, program related investments, mergers, and dissolutions.

Mr. Grissom has represented clients before the Internal Revenue Service, California Franchise Tax Board, the California State Board of Equalization, and the California Attorney General's office.

Mr. Grissom was a co-author of *Advising California Nonprofit Corporations* (2nd Edition), Continuing Education of the Bar. This two-volume treatise addresses business and tax matters effecting nonprofit corporations.

Mr. Grissom is a frequent and repeat speaker on legal topics, including the following:

- Continuing Education of the Bar, San Diego, CA  
Recent Developments in Business Law (annual presentation)
- Lorman Education Services Seminar, San Diego, CA  
State & Federal Considerations for Businesses in California
- National Business Institute Seminars, San Diego, CA  
Exempt Organizations & Charitable Activities in California
- Nonprofit Management Solutions Seminar, San Diego, CA  
Nonprofits and the Law
- National Business Institute Seminars, San Diego, CA  
Business Answers for California Organizations
- Nonprofit Management Solutions Seminar, San Diego, CA  
The Nonprofit Integrity Act

### **REPRESENTATIVE TRANSACTIONS**

- Serve as borrower's counsel on \$30 Million refinance and reissuance of tax exempt bonds.
- Created School Foundation Start-Up Kit for San Diego Unified School District
- Advise prominent local organization regarding endowment fund rules and regulations under the Uniform Prudent Management of Institutional Funds Act (UPMIFA).
- Advise social welfare organization concerning compliance with the California Nonprofit Integrity Act.
- Perform legal audits of existing business operations and governance to determine compliance with federal and state regulations.
- Advise housing entity concerning the creation of a \$30 Million endowment fund and transfer of real estate assets.
- Serve as borrower's counsel on \$25 Million bond financing for improvement and construction of school facilities.
- Assist and advise an organization with over 1 million members with the amendment of its governing documents and the implementation of proper governance procedures.
- Assist with the dissolution of an organization with \$15 million in annual contracts with a county governmental agency, including the transfer of such contracts to successful service providers.

### **REPRESENTED CLIENTS INCLUDE:**

- San Diego Zoo
- San Diego Unified School District
- Cal Baptist University
- United Way of San Diego County
- Rueben H. Fleet Air and Space Museum
- 211 San Diego
- Meals on Wheels California
- California State PTA

### **EDUCATION**

- LL.M. Taxation, University of San Diego School of Law (2003)
- J.D., University of San Diego School of Law (1997)
- B.S., California Polytechnic State University, San Luis Obispo (1994)

### **AFFILIATIONS**

- State Bar of California
- American Bar Association
- San Diego County Bar Association
- Lead San Diego (Class of 2004)
- 211 San Diego, Secretary of the Board of Directors
- Accion San Diego, Secretary of the Board of Directors

## **EQUAL OPPORTUNITY EMPLOYMENT**

HF&M believes that everyone is entitled to equal employment and for that reason does not discriminate against its employees or applicants because of race, color, religion, sex, pregnancy, national origin, ancestry, age, marital status, physical handicap, sexual orientation or medical condition. Equal employment opportunity will be extended to everyone in all aspects of their employment, including recruitment, hiring, upgrading, training, promotion, transfer, discipline, layoff, recall, benefits, and termination. Should you have any questions, please promptly contact the Executive Director and/or the Human Resources Director. Disabled individuals, including veterans, will be provided equal employment opportunity in any position for which they are qualified as long as the position does not endanger that person's health and safety or the health and safety of co-workers. Employment decisions include, but are not necessarily limited to: hiring, job assignment, promotion, transfer, termination and layoff, wage-review, compensation, Firm-sponsored training, educational assistance, social and recreational programs, and access to Firm-paid fringe benefits.

This policy includes the provision that no employee shall harass any other employee on any of the bases listed above. Harassment includes verbal, physical and visual harassment; solicitation of sexual favors; unwelcome sexual advances; and creating or maintaining an intimidating or hostile work environment. Any employee who violates this policy is subject to discipline up to and including discharge.

Any incident of harassment, including work related harassment, by company personnel or any other person, should be reported to the Executive Director, Human Resources Director, or the Risk Management Partner, who will investigate the matter. In the case of company employees, if harassment is established, the offender will be disciplined, up to and including discharge.