

1 FENNEMORE CRAIG, P.C.
Sean Hood (No. 022789)
2 Dawn Meidinger (No. 017373)
Taylor Burgoon (No. 033970)
3 2394 East Camelback Road
Suite 600
4 Phoenix, AZ 85016-3429
Telephone: (602) 916-5000
5 Email: shood@fclaw.com
Email: dmeidinger@fclaw.com
6 Email: tburgoon@fclaw.com

7 PRESCOTT LAW GROUP, PLC
Andy Jolley (No. 025560)
8 116 N. Summit Avenue
Prescott, AZ 86301
9 Telephone: (928) 445-1909
Email: andy@plgnaz.com

10 *Attorneys for Plaintiff*
11 *Talking Rock Land, LLC*

12 SUPERIOR COURT OF ARIZONA
13 YAVAPAI COUNTY

14 TALKING ROCK LAND, LLC, an
15 Arizona limited liability company,

16 Plaintiff,

17 v.

18 INSCRIPTION CANYON RANCH
SANITARY DISTRICT, an Arizona
19 sanitary district; DAVID BARREIRA,
District Board Member; BILL
20 DICKRELL, District Board Member;
AL POSKANZER, District Board
21 Member,

22 Defendants.

No. P1300CV201800380

**PLAINTIFF TALKING ROCK LAND,
LLC'S APPLICATION FOR ATTORNEYS'
FEES AND COSTS**

(Assigned to the Honorable John D. Napper)

23
24 Plaintiff Talking Rock Land, LLC ("Talking Rock") hereby submits its Application
25 for Attorneys' Fees and Costs incurred in the litigation of the above-captioned matter and
26 in preparing this Application, pursuant to A.R.S. §§ 48-2033(F) and 12-341. Talking Rock

1 respectfully requests an award of \$161,744.28 for attorneys' fees and \$1,287.79 for costs,
2 comprising a total request of **\$163,032.07** against Defendants Inscription Canyon Ranch
3 Sanitary District, David Barreira, Bill Dickrell, and Al Poskanzer (collectively, the
4 "District").

5 This Application is based upon the pleadings and other documents on file with the
6 Court, the Declaration of Dawn Meidinger in Support of Plaintiff Talking Rock Land,
7 LLC's Application for Attorneys' Fees and Costs ("Meidinger Declaration"), attached
8 hereto as **Exhibit 1**, the Declaration of Andy Jolley in Support of Plaintiff Talking Rock
9 Land, LLC's Application for Attorneys' Fees ("Jolley Declaration"), attached hereto as
10 **Exhibit 2**, the Statement of Costs, filed contemporaneously herewith, and the following
11 Memorandum of points and Authorities.

12 **MEMORANDUM OF POINTS AND AUTHORITIES**

13 **I. Factual and Procedural Background**

14 **A. Sterling Ranch Lots.**

15 Talking Rock owns the Talking Rock master planned community in Prescott,
16 Arizona. The Talking Rock master planned community lies within the service area of the
17 District. The District has a monopoly on providing sanitary sewer service within its
18 service area, and Talking Rock and all other landowners in the service area are therefore
19 dependent on the District for sanitary sewer service. If requested, the District is generally
20 required to provide service. *See, e.g.*, A.R.S. 48-2033(A).

21 Sterling Ranch is a new premier phase of the Talking Rock master planned
22 community with home-sites ranging from two to ten acres in size abutting Arizona state
23 trust land. Talking Rock has been working for more than two years to bring 45 of the
24 largest home-sites to market (the "Sterling Ranch Sales Campaign"). The Sterling Ranch
25 Sales Campaign has involved more than two years of real estate development, including
26 substantial engineering and site development work, as well as an elaborate marketing

1 initiative involving national television advertising, web and social media platforms, and
2 direct customer outreach. The purpose of the media effort was to create client goodwill
3 and gain momentum ahead of the commencement of public sales that had been scheduled
4 to begin on June 2, 2018.

5 The District's abuse of public power precluded Talking Rock from offering the
6 Sterling Ranch lots for sale on June 2, 2018 consistent with the Sterling Ranch Sales
7 Campaign. With respect to sewer service, Talking Rock has been precluded from offering
8 the Sterling Ranch lots for sale as having connections until Yavapai County Development
9 Services recently received the requisite capacity approval forms and Notice of Intent to
10 Discharge for a Sewage Collection System Type 4.01 General Aquifer Protection Permit
11 form ("NOI") signed by the District.

12 **B. The Present Illegal Moratorium Is Largely a Replication of the**
13 **District's 2009 Illegal Moratorium.**

14 In 2009, the District enacted an illegal moratorium in violation of Arizona's Open
15 Meeting Laws ("2009 Moratorium"). An affiliate owner of Talking Rock, Harvard Simon
16 I, LLC ("Harvard"), was one of the developers injured by the 2009 Moratorium. Harvard
17 and the other developers filed a lawsuit against the District in the Yavapai County
18 Superior Court. The Court granted the developers' motion for partial summary judgment,
19 and declared the 2009 Moratorium null and void as a violation of Arizona's Open Meeting
20 Laws. *See* Order Granting Plaintiffs' Motion for Partial Summary Judgment, attached as
21 Exhibit 1 to Talking Rock's Response in Opposition to Defendants' Motion to Vacate
22 Evidentiary Hearing and Order to Show Cause ("Response to Motion to Vacate").

23 **C. The Arizona Legislature Enacted A.R.S. § 48-2033 to Ensure that the**
24 **District Would Not Abuse Its Public Power in the Future.**

25 In direct response to the unlawful actions taken by the District in adopting the 2009
26 Moratorium, the legislature enacted A.R.S. § 48-2033 in order to prevent sanitary districts

1 from adopting moratoriums without first adhering to explicit procedural requirements:

2 A. A sanitary district shall provide continuous service and shall not
3 adopt a moratorium on construction or land development unless
4 the board of directors of the district first:

- 5 1. Provides notice to the public that is published once in a
6 newspaper of general circulation in the community at least
7 thirty days before a final public hearing is held to consider the
8 adoption of the moratorium.
9 2. Makes written findings justifying the need for the moratorium
10 as provided for in subsection B of this section.
11 3. Holds a public hearing on the adoption of the moratorium and
12 the findings that support the moratorium.

13 B. A moratorium may only be justified by demonstration of a need to
14 prevent a shortage of essential public facilities that would
15 otherwise occur during the effective period of the moratorium.
16 This demonstration shall be based on reasonably available
17 information and shall include at least the following findings:

- 18 1. The actual capacity of the existing essential public facilities
19 based on current use.
20 2. The extent of need beyond the estimated capacity of existing
21 essential public facilities expected to result from construction
22 or new land development, including identification of any
23 essential public facilities currently operating beyond capacity
24 and the portion of this capacity already committed to
25 development.

26 * * *

27 A.R.S. § 48-2033(A) and (B). “Moratorium on construction or land development” is
28 defined broadly to include the “practice of delaying or stopping issuance of ... approvals
29 necessary for a subdivision and partitioning of, construction on, or provision of sewer
30 service to, any land in the district.” A.R.S. § 48-2033(G)(2)(a).

31 The statute provides recourse for landowners aggrieved by a sanitary district’s

1 adoption of a moratorium and grants the court the authority “to award reasonable attorney
2 fees incurred in the appeal and trial pursuant to this section to the prevailing party.”
3 A.R.S. § 48-2033(F).

4 **D. The District Is Contractually Bound to Not Withhold Sewer Service**
5 **Approvals for Any Reason.**

6 In addition to promoting the enactment of A.R.S. § 48-2033, Talking Rock and the
7 other Developers entered into an Amended and Restated Development Agreement with
8 the District in 2012 (the “Development Agreement”). The Development Agreement is
9 attached as Exhibit 3 to Talking Rock’s Response to Motion to Vacate. A central feature
10 of the Development Agreement is the District’s promise that it will not withhold sewer
11 service approvals for any reason whatsoever:

12 As consideration for the Developer’s covenants in Sections 5(a), 9(b), (c)
13 and (d), **the District agrees it will not withhold approval of any Sewer**
14 **Service Agreement (or future Yavapai County equivalent requirement)**
for Talking Rock or Whispering Canyon plat approval for any reason or
no reason.

15 Development Agreement, § 8 (emphasis added). Unfortunately, as described below, the
16 District has as little regard for its contractual obligations to its landowner constituents as it
17 does of its statutory obligations.

18 **E. Talking Rock Attempted to Resolve the Dispute Without Litigation.**

19 Notwithstanding the District’s statutory and contractual obligations described
20 above, the District recently initiated yet another moratorium against Talking Rock. The
21 District’s most recent moratorium occurred when the District refused to execute sewer
22 service approvals for the Sterling Ranch lots (“2018 Moratorium”).

23 Prior to implementation of the 2018 Moratorium, Clint Poteet, Vice President of
24 Development and Construction for the Talking Rock master planned community, met with
25 District representatives multiple times in March to discuss the approvals. *See* Affidavit of
26 Clint Poteet dated April 24, 2018, attached as Exhibit 2 to Plaintiff’s Application for

1 Order to Show Cause -and- Request for Emergency Hearing (“OSC Application”), at ¶ 27.
2 Without any obligation to do so, Mr. Poteet made an offer at the time to relinquish
3 existing approvals for 115 lots if the District would execute approvals for the Sterling
4 Ranch lots. *Id.* at ¶ 28. Board Chairman David Barreira and the District Manager were
5 agreeable to this arrangement, which would have resulted in a net 70-lot reduction in total
6 lot approvals. *Id.* at ¶¶ 28–30. At their request, Mr. Poteet memorialized the arrangement
7 in writing in advance of the March 30, 2018 Board Meeting. *See* Poteet March 29 Letter
8 attached as Exhibit 5 to Talking Rock’s Response to Motion to Vacate.

9 At the March 30 Board Meeting, the Board did not execute the approvals, but
10 instead voted to “proceed as advised in executive session by legal counsel,” and the Board
11 Chairman stifled each instance in which someone began to explain the Board’s position to
12 Mr. Poteet. *See* March 30, 2018 board meeting minutes, attached as Exhibit 6 to the
13 Response to Motion to Vacate, at 2.

14 After the 2018 Moratorium was implemented, on April 9, 2018, Talking Rock’s
15 counsel prepared a letter to the District’s counsel explaining the exigencies involved and
16 requesting a meeting to resolve the matter.

17 Over the course of multiple discussions between Talking Rock’s counsel and the
18 District’s counsel, it became clear to Talking Rock that the District was withholding the
19 approvals in an effort to leverage Talking Rock into making additional financial
20 concessions to the District in excess of Talking Rock’s financial obligations under the
21 Development Agreement. Talking Rock refused to be leveraged by such an unfortunate
22 abuse of public power.

23 **F. Talking Rock Commenced Litigation Against the District.**

24 Unable to resolve the dispute with the District short of litigation, Talking Rock
25 filed a Verified Complaint (“Complaint”) against the District and its OSC Application on
26 April 24, 2018. The Complaint asserted claims against the District for violation of A.R.S.

1 § 48-2033, declaratory judgment, special action, and violations of Arizona’s Open
2 Meeting Laws. Talking Rock sought, in relevant part, a declaratory judgment from the
3 Court that the District unlawfully adopted a moratorium in violation of A.R.S. § 48-2033
4 and a judgment declaring that the District shall lift the moratorium and execute all
5 necessary approvals for a provision of sewer service to the Sterling Ranch lots.

6 As correctly stated by the Court, the fundamental question presented in this
7 “litigation is did [Defendants] improperly create a moratorium.” 6/19 Trans., 156. As
8 described below, Talking Rock is the prevailing party in this litigation having
9 demonstrated that Defendants’ refusal to provide approvals constituted an improper
10 moratorium. *Id.* at 153, 155.

11 The OSC Application, which incorporated the Complaint by reference, detailed the
12 time-sensitive nature of the matter and the immense, unquantifiable, and irreparable
13 damages that Talking Rock would endure if the District was not ordered to lift the
14 moratorium immediately.

15 On April 25, 2018, the Court ordered the District to appear before the Court on
16 May 9, 2018 to show cause, if any existed, as to why the District should not be required to
17 lift the moratorium and provide all necessary approvals for the Sterling Ranch lots.

18 On May 4, 2018, the District filed its Verified Response to Application for Order to
19 Show Cause (“Response”), and on May 16, 2018, it filed its Verified Answer to Talking
20 Rock’s Complaint.

21 In the Response, the District raised two arguments in defense of Talking Rock’s
22 claim that the District had implemented an illegal moratorium in violation of A.R.S. § 48-
23 2033. First, the District argued that granting the approvals would be inconsistent with
24 Rule R18-9-E301(C)(1) and that refusal to grant the approvals was therefore not a
25 moratorium as defined by A.R.S. § 48-2033(G)(2)(b). During the May 9, 2018 hearing
26 (“May 9 Hearing”), the Court referred to this as the “capacity issue.” *See* 5/9 Trans., at

1 20. Second, the District argued that there were some numerical discrepancies on the
2 Sewage Treatment Facility Capacity Assurance form (“Sewage Treatment Facility CA”),
3 and some documentation missing from the NOI, but repeatedly failed to indicate what it
4 believed the correct numerical values to be or what documentation it believed to be
5 missing.

6 **G. May 9 Hearing.**

7 During the May 9 Hearing, Talking Rock’s counsel reiterated that Talking Rock
8 would immediately address any concern raised by the District regarding the forms:

9 [MR. HOOD] So when they get up and tell you the reasons for denial of the
10 approvals is something on the form, ask them specifically what they want
changed. And I’ll pencil it out right now.

11 *Id.* at 17.

12 Talking Rock’s counsel explained further:

13 [MR. HOOD] Your Honor, if they were to stand up and say let’s fix this
14 now and we’ll sign the forms. We’re out of your hair. We’ll dismiss the
15 case. We’ll do an application for fees. Other than that, the case is over.
That’s not what they’re interested in, Your Honor.

16 *Id.* at 17–18. The Court inquired of the parties, with Talking Rock being “ready, willing
17 and able to present that information, why are we here?” *Id.* at 17.

18 When pressed, counsel for the District acknowledged that the District’s stated
19 concerns surrounding its form argument could be remedied, and that the capacity issue
20 was the only stated concern not remediable. *See id.* at 19–20. With this concession on the
21 record, the Court indicated that the only remaining issue left to be addressed was “the
22 capacity issue.” *Id.* at 20.

23 Counsel for the District requested an opportunity to present evidence on the
24 capacity issue at a future hearing. *See, e.g., id.* at 46. The Court noted that the District
25 “clearly is seeking an evidentiary hearing and I think that they probably do have a due
26 process right to present whatever evidence they wish to me.” *Id.* at 50. However, the

1 Court cautioned as follows:

2 **I'm putting on the record that attorney's fees and costs are going to be**
3 **a part of this litigation.** And if we are protracting litigation, if you are
4 requesting, if I am going to hold an evidentiary hearing and it turns out that
we circle back to right where we are

5 *Id.* at 47 (emphasis added).

6 Based on the delay that would be associated with scheduling the evidentiary
7 hearing, counsel explained that Talking Rock would likely be asserting claims for
8 significant damages based on the parties' Development Agreement, which contractually
9 prohibits the District from refusing to grant sewer approvals. *Id.* at 52. The Court then
10 expounded on its prior words of caution:

11 So my caution to everyone in the courtroom is I will give you an evidentiary
12 hearing. I will give you a full opportunity to present anything you want me
13 to review. And I will review anything that you present to me. But if this is
14 going to be resolved on the documents that I have already reviewed, it
15 seems to me that you going to be having an evidentiary hearing that you
16 don't need one; and number two, **you have the potential to subject your
clients to pay an award of damages that they would not be subject to
now.** And I don't know the answer to that. I have not reviewed the
contracts.... The only people who know that are sitting here that know that.
And they are not sitting on my side of the bench. They are sitting on your
side of the bench.

17 *Id.* at 54 (emphasis added). The Court granted the District's request for an evidentiary
18 hearing concerning the capacity issue, which was scheduled June 19, 2018.

19 **H. The District Continually Refused to Reveal the Substance of Its Form**
20 **Argument, Requiring Talking Rock to Incur Additional Fees.**

21 On May 18, 2018, Talking Rock's counsel sent the District's counsel a letter to
22 ensure that the District's form argument was resolved with finality well in advance of the
23 June 19, 2018 evidentiary hearing ("June 19 Hearing"). The May 18 letter is attached as
24 Exhibit 14 to the District's Motion to Vacate Evidentiary Hearing and Order to Show
25 Cause and Request for Expedited Consideration ("Motion to Vacate").

26 On May 21, the District's counsel sent an email indicating that "I'll respond to

1 your letter concerning the forms and supporting information separately after I have a
2 chance to review the file and catch up.” The May 21 email chain is attached as Exhibit 12
3 to Talking Rock’s Response to Motion to Vacate.

4 Having received no response, on June 1, Talking Rock’s counsel sent a follow-up
5 email requesting a response to the May 18 letter concerning the forms. The District’s
6 counsel replied later that day, indicating that he would respond to the May 18 letter “as
7 soon as possible.” The June 1 email chain is attached as Exhibit 13 to the Response to
8 Motion to Vacate.

9 On June 4, the parties’ respective counsel participated in a call to discuss the
10 May 18 letter, among other matters. Counsel for the District committed to providing
11 information concerning a proposed revised Operational Flow value to use for the Sewage
12 Treatment Facility CA later that day. Counsel for the District also committed to provide
13 by the following day a written description of the documents that the District believes were
14 not submitted with the NOI.

15 The District’s counsel did not provide any information by close of business, and
16 counsel for Talking Rock sent a follow-up letter on June 4. The letter reiterates the
17 requests in the May 18 letter, and details the series of events clearly evincing an
18 unwillingness by the District to deal with Talking Rock in a straightforward manner. The
19 June 4 letter is attached as Exhibit 14 to the Response to Motion to Vacate.

20 June 5 likewise came and went without any response from the District’s counsel
21 concerning a proposed revised Operational Flow value or a written description of the
22 documents that the District believed were not submitted with the NOI.

23 On June 7, Talking Rock’s counsel sent another follow-up letter, attached as
24 Exhibit 15 to the Response to Motion to Vacate. Rather than wait any longer for
25 meaningful communication from the District, Talking Rock enclosed the documents that
26 collectively contained the supplemental information to the NOI. Talking Rock’s counsel

1 reiterated its request that the District notify Talking Rock in writing with respect any
2 information that the District believes it needs from Talking Rock.

3 Counsel for the District failed to meaningfully respond to Talking Rock's
4 numerous correspondence and did not notify Talking Rock of the information it claimed
5 to need to sign the forms prior to the June 19 Hearing.

6 By the June 19 Hearing, the District had still failed to provide the requested
7 information to Talking Rock. During the June 19 Hearing, it was demonstrated that the
8 District had also failed to communicate the substance of its form argument with
9 Mr. Davin Benner, the President and founding partner of Granite Basin Engineering, Inc.,
10 who had been providing engineering services to both Talking Rock and the District,

11 [MR. HOOD]: At any point has any representative of the District come to
12 you and said we need this additional information before we can approve the
13 capacity assurance forms?

14 [MR. BENNER]: No, sir.

15 [MR. HOOD]: At any time has anybody from the District come to you and
16 said we're missing information that we need before we can approve these
17 capacity assurance forms?

18 [MR. BENNER]: No, sir.

19 [MR. HOOD]: At any time has anybody said we believe that we're out of
20 capacity and that's why we can't sign these forms?

21 [MR. BENNER]: No, sir.

22 6/19 Trans., 51.

23 **I. The District Attempted to Rescind Its Request for an Evidentiary**
24 **Hearing, Requiring Talking Rock to Incur Additional Fees.**

25 On June 1, 2018, after realizing that Talking Rock's request for mandamus relief
26 would, in fact, be resolved based on the documents already presented to the Court at the

1 May 9 Hearing, the District filed a Motion to Vacate the very hearing it had requested.
2 After receiving the District's Motion to Vacate, and upon the sole request of the District,
3 the Court set a telephonic status conference for June 13, 2018 to discuss the merits of the
4 District's Motion to Vacate. Talking Rock filed its Response to Motion to Vacate,
5 clarifying that the status conference was requested solely by the District. After the status
6 conference, the Court ordered that the June 19 Hearing remain in place.

7 **J. June 19 Evidentiary Hearing.**

8 As established by the Court at the May 9 Hearing, the June 19 Hearing was limited
9 to the discrete issue of whether the Inscription Canyon Wastewater Treatment Plant has
10 adequate capacity to provide sewer services to the 45 Sterling Ranch lots. *See* 6/19 Trans.,
11 105–06 ([THE COURT]: “[W]e’re trying to figure out whether they have capacity or they
12 don’t. If they can sign the form, they should sign it. If they can’t, they can’t.”).

13 At the June 19 Hearing, the District Chair, Mr. David Barreira, expressed that the
14 District was not going to execute any forms regardless of the specific request received,

15 [THE COURT]: I want to make sure I understand your answer to one of the
16 previous questions correctly, and the question was, no matter what request
17 you received for additional sewer attachments, you would refuse to sign all
18 of those?

19 [MR. BARREIRA]: If I were presented with the form, I, in all honesty,
20 couldn’t sign it because I wouldn’t believe it to be –

21 [THE COURT]: All of them?

22 [MR. BARREIRA]: Yes, sir.

23 *Id.* at 135.

24 Throughout the June 19 Hearing, the Court expressed its conclusion that the
25 District imposed an improper moratorium:

26 [THE COURT]: Well, I don’t think they’re claiming that they properly

1 instituted a moratorium. I think if that was their claim, then you would be
2 right. They're clearly not -- if their refusal to sign the forms was in error,
then they clearly are in violation of 48-2033. *Id.* at 127.

3 [THE COURT]: The other thing that's clear to me is your client had the
4 obligation to make sure that it didn't find itself in this position, and now
they've decided not to sign a single request from anybody, and if that isn't a
5 moratorium, I don't know what is. *Id.* at 153.

6 [THE COURT]: [Y]our client can follow all of the proper procedures and
7 say absolutely, we've declared a moratorium, which by statute they have
every right to do that, but they haven't done it; they haven't done it. Instead,
8 they have refused to sign anything, and I cannot think in my mind of a
clearer definition of a moratorium, and by the way, that's the description of
a moratorium in the code. *Id.* at 157.

9 The Court ordered that the District would have 30 days to review all final
10 documentation and make its determination as to whether it would execute the required
11 forms. The Court emphasized, however, that if the District did not execute the forms, it
12 was required to provide its reasoning in an open meeting before the conclusion of the 30
13 days:

14 [THE COURT]: I'm going to give you 30 days, and your board needs to
15 have met, hired an engineer, have the engineer review the documents,
provide any questions that it has or any inquires that it needs resolved to Mr.
16 Hood's client, and your board needs to have met after the result of that
before 30 days and if the board is not inclined to sign these documents, they
17 need to state on the record why they're not signing the documents so that
Mr. Hood can bring that to my attention and we can fashion a remedy.

18
19 *Id.* at 154–55. Although the Court gave the District 30 days to review the documents, it
20 emphasized that the District's conduct in withholding sewer services was a moratorium:

21 [THE COURT]: As I say, I'll hear from you why you think this isn't a
22 moratorium but when you say you're not going to sign anything that
anybody provides you regardless of what the form says, regardless of the
23 capacity increase, regardless of any of those things, that's a moratorium.

24 *Id.* at 155.

25 The Court set a hearing for July 10, 2018 (“July 10 Hearing”). The Court set the
26 July 10 Hearing for purposes of fashioning an appropriate remedy in the event that the

1 District had not signed the approval forms by that date. *Id.* at 154–55.

2 On July 9, 2018, the District held a Board meeting during which it voted to
3 approve the capacity assurance forms and the NOI for the Sterling Ranch lots.

4 **K. July 10 Hearing.**

5 At the July 10 Hearing, the District explained to the Court that it had signed and
6 approved all of the necessary forms for connection of sewer services to the Sterling Ranch
7 lots. 7/10 Trans., 9. At the conclusion of the July Hearing, counsel for Talking Rock
8 notified the Court that Talking Rock would be submitting an application for attorneys’
9 fees, which the Court did not take issue with. *Id.* at 10, 12.

10 **II. Talking Rock is Entitled to Its Attorneys’ Fees and Costs Incurred in the**
11 **Litigation of the Above-Captioned Matter and in Preparing the Instant**
12 **Application and any Necessary Reply Brief.**

13 Pursuant to A.R.S. § 40-2033(F), the Court has “the authority to award reasonable
14 attorney fees incurred in the appeal and trial pursuant to this section to the prevailing
15 party.” Talking Rock is further entitled to an award of all costs expended and incurred in
16 the litigation of this matter. *See* A.R.S. § 12-341.

17 Talking Rock is the prevailing party in this matter and, therefore, is entitled to an
18 award of its reasonable attorneys’ fees and costs incurred in this litigation. Talking Rock
19 is the prevailing party because, as detailed above, the Court determined that the District
20 enacted an unlawful moratorium and ordered the District to either sign the necessary
21 approvals or to document in an open meeting and in writing the reasons why it would not
22 sign the approvals. *See* 6/9 Trans., 127, 153, 154–55, 157.

23 On July 9, 2018, the District executed the necessary approvals as a direct result of
24 the Court’s order. Accordingly, Talking Rock is the prevailing party in this litigation and
25 is entitled to an award of its reasonable attorneys’ fees and costs incurred in the litigation
26 of this matter and in preparing the instant Application and any necessary reply.

...

1 **III. Talking Rock Tried to Resolve the Dispute Without the Need for Court**
2 **Involvement.**

3 As detailed above, Talking Rock made numerous efforts to resolve this dispute
4 with the District, first through the significant efforts of Mr. Poteet, and then through
5 counsel. However, the District's negotiating position was contrary to the Development
6 Agreement and unacceptable to Talking Rock. The District repeatedly made clear that it
7 would grant the approvals, but only on the condition that Talking Rock first agree to
8 significant financial concessions as part of an amendment to the Development Agreement.
9 Talking Rock maintained a consistent position with respect to resolution with the District.
10 Talking Rock continually expressed its position that it would not be leveraged by the
11 District and would not renegotiate the Development Agreement as a condition precedent
12 to obtaining the Sterling Ranch capacity assurance approvals.

13 **IV. Talking Rock's Attorneys' Fees are Reasonable.**

14 Talking Rock seeks recovery of \$161,744.28 for its reasonable attorneys' fees and
15 \$1,287.79 for taxable costs incurred in the litigation of this matter, thereby amounting to a
16 total request of **\$163,032.07**. Specifically, Talking Rock seeks recovery of \$157,526.28
17 for attorneys' fees and \$1,287.79 for taxable costs incurred from Fennemore Craig, P.C.
18 ("Fennemore Craig") and \$4,218.00 for attorneys' fees incurred from Prescott Law
19 Group, PLC in the litigation of this matter.

20 The total amount of attorneys' fees Talking Rock seeks to recover is reasonable, as
21 set forth in the Meidinger Declaration and the Jolley Declaration, both of which comply
22 with the requirements of *Schweiger v. China Doll Rest., Inc.*, 138 Ariz. 183 (App. 1983).
23 Both the hourly rates charged to Talking Rock and the amount of hours expended in this
24 matter are reasonable and commensurate with this market and were reasonably necessary
25 for the representation of Talking Rock. Meidinger Declaration, ¶ 17; Jolley Declaration, ¶
26 7.

1 **A. The Hourly Rates Charged Are Reasonable.**

2 The hourly rate charged by the undersigned counsel is reasonable. Talking Rock
3 agreed to pay the hourly billing rates of undersigned counsel, which is the “best indicator”
4 of the reasonableness of the fees. *See Schweiger*, 138 Ariz. at 187–88 (“[I]n corporate and
5 commercial litigation between fee-paying clients, there is no need to determine the
6 reasonable hourly rate prevailing in the community for similar work because the rate
7 charged by the lawyer to the client is the best indication of what is reasonable under the
8 circumstances of the particular case.”); *see also* Meidinger Declaration, ¶¶ 9, 18; Jolley
9 Declaration, ¶ 5. Furthermore, these rates are reasonable and comparable to those being
10 charged in the Arizona legal community for commensurate work, giving due
11 consideration to the ability, training, experience, skill, and professional standing of
12 undersigned counsel, the nature of the work performed, the time required, the
13 responsibility imposed by this representation, and the results achieved to date. Meidinger
14 Declaration, ¶ 19; Jolley Declaration, ¶ 8.

15 The total amount of current legal fees incurred from Fennemore Craig,
16 \$150,916.78, includes charges of \$1,366.48 for computerized legal research in connection
17 with its representation of Talking Rock in this matter. Meidinger Declaration, ¶ 13. The
18 Arizona Supreme Court permits the recovery of computerized research expenses as an
19 element in an award of attorneys’ fees. *Ahwatukee Custom Estates Mgmt. Ass’n, Inc. v.*
20 *Bach*, 193 Ariz. 401, 403, ¶ 10 (1999). The computerized legal research reflected above
21 pertained to issues affecting Talking Rock’s claims in this matter and was reasonable,
22 necessary, and appropriate to the representation of Talking Rock in this litigation. *Id.*
23 These charges are set forth in the Meidinger Declaration only, and are not included in the
24 Statement of Fees, attached as Exhibit A to the Meidinger Declaration and expressly
25 incorporated herein, nor in the Statement of Costs, filed contemporaneously herewith. *Id.*

26 In addition to the total current legal fees incurred by Talking Rock, Talking Rock’s

1 request for its reasonable attorneys' fees includes an additional two-thousand dollars
2 (\$2,000) in fees for the estimated future time that may be required to prepare a reply brief
3 in the event the District files a response to this Application. *Id.* at ¶ 14. This estimated
4 amount is included so that Talking Rock does not have to burden the Court with an
5 updated Statement of Fees or Statement of Costs at a later date. *Id.*

6 **B. The Total Hours Expended Are Reasonable.**

7 In addition, the total amount of time spent by undersigned counsel is reasonable for
8 several reasons. Meidinger Declaration, ¶ 20; Jolley Declaration, ¶ 9. First, undersigned
9 counsel provided a number of legal services on behalf of Talking Rock related to the
10 Complaint and OSC Application, including (a) preparing for and attending three hearings,
11 one of which was an evidentiary hearing during which witnesses were called upon to
12 testify, (b) drafting a response in opposition of the District's Motion to Vacate, and (c)
13 preparing for and attending a telephonic status conference requested by the District.
14 Meidinger Declaration, ¶ 20; Jolley Declaration, ¶ 10.

15 Second, the amount of time required for undersigned counsel to litigate this matter
16 on behalf of Talking Rock was greatly increased by the manner in which the District and
17 their counsel elected to proceed in this litigation. Meidinger Declaration, ¶ 21.

18 Undersigned counsel spent a considerable amount of time attempting to resolve
19 various issues with counsel for the District so that further litigation of those issues would
20 not be necessary. *Id.* For example, the District's lack of communication and cooperation
21 caused Talking Rock to expend additional attorneys' fees analyzing and strategizing the
22 appropriate response to such a communication failure. *Id.* As detailed above, after the
23 May 9 Hearing, during which the Court expressed that the "capacity issue" was the only
24 pending issue, undersigned counsel sent numerous correspondence to counsel for the
25 District in an attempt to resolve the form issue. *Id.* Counsel for the District failed to
26 meaningfully respond to any of the correspondence sent and failed to otherwise cooperate

1 by refusing to notify Talking Rock of the information the District claimed it needed to
2 execute the requisite forms. *Id.* Many of the incurred fees would not have been necessary
3 had the District promptly revealed the substance of its form argument, instead of playing a
4 game of “hide the ball.” *Id.*

5 Another example is demonstrated by the District’s filing of its Motion to Vacate
6 the June 19 Hearing after the District specifically requested an evidentiary hearing. *Id.*
7 The District’s Motion to Vacate was a baseless attempt to create additional delay, and it
8 forced Talking Rock to expend additional legal fees in both preparing a response and
9 participating in the June 13, 2018 telephonic status conference. *Id.* At the conclusion of
10 the status conference, the Court ordered that the June Hearing would proceed as
11 previously scheduled. *Id.* But for the District’s filing of the Motion to Vacate and
12 requesting the telephonic status conference, Talking Rock would not have unnecessarily
13 expended those legal fees. *Id.*

14 For all of these reasons, the time spent by undersigned counsel was actually,
15 reasonably, and necessarily incurred in the litigation of the above-captioned matter.
16 Meidinger Declaration, ¶ 22; Jolley Declaration, ¶ 11. None of the time included in
17 Exhibit A to the Meidinger Declaration or Exhibit B to the Jolley Declaration was wasted,
18 inappropriate, or unnecessary. Meidinger Declaration, ¶ 22; Jolley Declaration, ¶ 11.

19 Finally, during the course of the representation, undersigned counsel reviewed the
20 billings to Talking Rock on a monthly basis for the purpose of ensuring that all billed
21 amounts were for time productively spent on Talking Rock’s behalf. Meidinger
22 Declaration, ¶ 11. In doing so, undersigned counsel reduced the total amount billed to
23 Talking Rock for the total fees incurred from Fennemore Craig in June, 2018 by ten
24 percent (10%), resulting in a \$6,904.20 courtesy discount. *Id.* This was done not only as a
25 courtesy to Talking Rock, but in an effort to address any real or perceived inefficiencies
26 relating to the services performed in the litigation of this matter. *Id.* The fees that were

1 written off in the June billing statement to Talking Rock have been excluded from the
2 Statement of Fees and are not being sought for recovery by Talking Rock. *Id.*
3 Accordingly, the total attorneys' fee sought by Talking Rock against the District are
4 reasonable.

5 **Conclusion**

6 Based upon the foregoing, Talking Rock respectfully requests that this Court award
7 to Talking Rock the sum of **\$163,032.07** for its reasonable attorneys' fees and costs
8 incurred in the litigation of the above-captioned matter and in preparing the instant
9 Application for Attorneys' Fees and anticipated reply brief.

10 DATED this 27th day of July, 2018.

11 FENNEMORE CRAIG, P.C.

12
13 By /s/ Sean Hood

14 Sean Hood
15 Dawn Meidinger
16 Taylor Burgoon
17 *Attorneys for Plaintiff*

18 PRESCOTT LAW GROUP, PLC

19 By /s/ Andy Jolley (w/ permission)

20 Andy Jolley
21 *Attorneys for Plaintiff*

22 ELECTRONICALLY FILED
23 on the 27th day of July, 2018, with the
24 Clerk of the Yavapai County Superior
25 Court using AZTurboCourt.

26 COPY transmitted via eFiling system to:

The Honorable John D. Napper
Yavapai County Superior Court

COPIES emailed/mailed this 27th day
of July, 2018 to:

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

Robert S. Lynch, Esq.
Todd A. Dillard, Esq.
Robert S. Lynch & Associates
340 E. Palm Lane, Suite 140
Phoenix, AZ 85004-4603
Attorneys for Defendants

Hans Clugston, Esq.
Hans Clugston, PLLC
1580 Plaza West Drive
Prescott, AZ 86303
Attorneys for Defendants

/s/ Kathy Power

EXHIBIT 1

1 FENNEMORE CRAIG, P.C.
Sean Hood (No. 022789)
2 Dawn Meidinger (No. 017373)
Taylor Burgoon (No. 033970)
3 2394 East Camelback Road
Suite 600
4 Phoenix, AZ 85016-3429
Telephone: (602) 916-5000
5 Email: shood@fclaw.com
Email: dmeidinger@fclaw.com
6 Email: tburgoon@fclaw.com

7 PRESCOTT LAW GROUP, PLC
Andy Jolley (No. 025560)
8 116 N. Summit Avenue
Prescott, AZ 86301
9 Telephone: (928) 445-1909
Email: andy@plgnaz.com

10 *Attorneys for Plaintiff*
11 *Talking Rock Land, LLC*

12 SUPERIOR COURT OF ARIZONA
13 YAVAPAI COUNTY

14 TALKING ROCK LAND, LLC, an
15 Arizona limited liability company,

16 Plaintiff,

17 v.

18 INSCRIPTION CANYON RANCH
SANITARY DISTRICT, an Arizona
19 sanitary district; DAVID BARREIRA,
District Board Member; BILL
20 DICKRELL, District Board Member;
AL POSKANZER, District Board
21 Member,

22 Defendants.

No. P1300CV201800380

**DECLARATION OF DAWN MEIDINGER
IN SUPPORT OF PLAINTIFF TALKING
ROCK LAND, LLC'S APPLICATION FOR
ATTORNEYS' FEES AND COSTS**

(Assigned to the Honorable John D. Napper)

23
24 Dawn Meidinger declares as follows:

25 1. I am an attorney duly licensed to practice in the State of Arizona. I am one
26 of the attorneys of record for Plaintiff Talking Rock Land, LLC ("Talking Rock") in the

1 above-captioned matter and, as such, am authorized and otherwise competent to execute
2 this Declaration, which I make based upon my personal knowledge and the documents
3 attached hereafter.

4 2. In representing Talking Rock in this matter, Fennemore Craig, P.C.
5 (“Fennemore Craig”) performed the legal services outlined in the itemized Statement of
6 Fees, attached hereto as **Exhibit A**, demonstrating that Fennemore Craig attorneys have
7 spent 438.60 hours to date on this litigation as well as the instant Application for
8 Attorneys’ Fees and Costs. In addition, the itemized Statement of Costs, filed
9 contemporaneously herewith, sets forth the recoverable, taxable costs incurred by Talking
10 Rock from Fennemore Craig’s representation in this matter.

11 3. Sean Hood and I are lead counsel representing Talking Rock in this matter.
12 I am a shareholder and director in the Phoenix office at Fennemore Craig. I obtained my
13 J.D. in 1996 from Arizona State University, Sandra Day O’Connor College of Law. I have
14 been licensed to practice law in Arizona since 1996. My areas of practice encompass all
15 aspects of natural resources, energy, and environmental law, including mining, public
16 lands, and real estate. My hourly billing rate during the time I provided legal services to
17 Talking Rock in connection with this litigation was \$445.00.

18 4. In connection with this case, I worked with Sean Hood, a shareholder and
19 director in the Phoenix office at Fennemore Craig. Mr. Hood received his J.D. from Notre
20 Dame Law School in 2003. Mr. Hood has been licensed to practice law in Arizona since
21 2003. His areas of practice primarily focus on business litigation and water law litigation.
22 Mr. Hood’s hourly billing rate during the time he provided legal services to Talking Rock
23 in connection with this litigation was \$425.00.

24 5. Other attorneys worked on this case under Mr. Hood’s and my direction as
25 indicated below. It was necessary to utilize these attorneys to accommodate our and their
26 individual work commitments and conflicts on other cases. In dividing responsibilities

1 among the attorneys working with Mr. Hood and me in representing Talking Rock, our
2 goals were to accomplish the necessary tasks at the lowest overall cost to Talking Rock
3 consistent with the delivery of quality legal work appropriate for the complexity and
4 economic significance of the claims involved.

5 6. In connection with this case, I worked with Taylor Burgoon, a first-year
6 associate in the Phoenix office at Fennemore Craig. Ms. Burgoon received her J.D. from
7 Arizona State University, Sandra Day O'Connor College of Law in 2017. She has been
8 licensed to practice law in Arizona since 2017. Her area of practice primarily focuses on
9 business litigation. Ms. Burgoon's hourly billing rate during the time she provided legal
10 services to Talking Rock in connection with this litigation was \$270.00.

11 7. In connection with this case, I also worked with other directors and an of
12 counsel attorney at Fennemore Craig, specifically, Timothy Berg, J. Christopher Gooch,
13 and Alexis Glascock. Talking Rock is not seeking to recover any amounts for legal
14 services rendered by Mr. Berg, Mr. Gooch, or Ms. Glascock, and their fees have been
15 removed from the Statement of Fees.

16 8. In connection with this case, I also worked with Valerie Godfrey, a
17 paralegal at Fennemore Craig. Ms. Godfrey received her paralegal certification in 1988.
18 Ms. Godfrey's hourly rate during the time she provided services to Talking Rock in
19 connection with this litigation was \$230.00.

20 9. Talking Rock agreed to pay Fennemore Craig the aforementioned hourly
21 billing rates for the services performed on its behalf in connection with this litigation.
22 These billing rates are the hourly rates the firm customarily charges clients for work
23 performed by the specified attorneys and paralegal.

24 10. The total amount of time and fees per person that were expended in the
25 representation of Talking Rock in this matter are as follows:

26 . . .

Time Keeper	Total Hours	Total Fees*
Dawn Meidinger	88.30	\$39,293.50
Sean Hood	186.10	\$79,092.50
Taylor Burgoon	122.80	\$33,156.00
Valerie Godfrey	41.40	\$9,522.00
TOTAL	438.60	\$161,064.00

*Total Fees do not take into account the 10% courtesy discount applied to the total fees incurred by Talking Rock for the June, 2018 billing statement, as described more fully below.

11. During the course of this representation, I reviewed the billing statements on a monthly basis for the purpose of ensuring that all billed amounts were for time productively spent on Talking Rock's behalf. In doing so, I reduced the total amount billed to Talking Rock for the total fees incurred in June, 2018, (\$69,042.00), by ten percent (10%), (\$6,904.20). Accordingly, Talking Rock was only billed \$62,137.80 for the total fees incurred in June, instead of the actual fees incurred of \$69,042.00. This was done not only as a courtesy to Talking Rock, but in an effort to address any real or perceived inefficiencies relating to the services performed in the litigation of this matter. The fees that were written off in the June billing statement to Talking Rock have been excluded from the Statement of Fees, as illustrated therein, and are not being sought for recovery by Talking Rock. After subtracting the 10% June courtesy discount, Talking Rock has incurred \$154,159.80 in fees, as reflected in the Statement of Fees.

12. The Statement of Fees is a detailed, chronological breakdown of the legal services provided and the time spent in connection with this litigation. The Statement of Fees was produced from the monthly billing statements regularly prepared and maintained by Fennemore Craig in the ordinary course of its business. These billing statements were in turn compiled from the daily time records of the individual attorneys and paralegal involved, which were kept contemporaneously with the services provided.

1 13. In addition to the fees reflected in the Statement of Fees, Talking Rock has
2 incurred additional legal fees from Fennemore Craig for computerized legal research in
3 connection with its representation of Talking Rock in this matter as follows:

Date	Amount
4/25/2018	\$425.00
4/27/2018	\$59.50
5/5/2018	\$37.42
5/7/2018	\$351.74
5/8/2018	\$314.32
6/6/2018	\$59.50
6/26/2018	\$119.00
TOTAL	\$1,366.48

4 13. The Arizona Supreme Court permits the recovery of computerized research
5 expenses as an element in an award of attorneys' fees. *Ahwatukee Custom Estates Mgmt.*
6 *Ass'n, Inc. v. Bach*, 193 Ariz. 401, 403, ¶ 10 (1999). The computerized legal research
7 reflected above pertained to issues affecting Talking Rock's claims in this matter and was
8 reasonable, necessary, and appropriate to the representation of Talking Rock in this
9 litigation. These charges are set forth in this Declaration only, and are not included in the
10 Statement of Fees nor in the Statement of Costs, filed contemporaneously herewith.
11 Accordingly, after adding the fees for computerized legal research (\$1,366.48) to the fees
12 for legal services reflected in the Statement of Fees (\$154,159.80), Talking Rock's total
13 current legal fees from Fennemore Craig amount to \$155,526.28.

14 14. In addition to the total current legal fees incurred by Talking Rock, I have
15 considered the future time that may be required to prepare a reply brief in the event
16 Defendants Inscription Canyon Ranch Sanitary District, David Barreira, Bill Dickrell, and
17
18
19
20
21
22
23
24
25
26

1 Al Poskanzer (collectively, the "District") file a response brief to Talking Rock's
2 Application for Attorneys' Fees and Costs. I estimate that this briefing will add
3 approximately two-thousand dollars (\$2,000) to Talking Rock's total legal fees incurred in
4 this matter. This estimated amount is included so that Talking Rock does not have to
5 burden the Court with an updated Statement of Fees or Statement of Costs at a later date.

6 15. As such, the total amount of reasonable attorneys' fees incurred in this case
7 for the legal services performed by Fennemore Craig on behalf of Talking Rock, including
8 preparing the instant Application and an assumed future reply brief, and in addition to the
9 fees incurred for computerized legal research, and after subtracting the 10% June courtesy
10 discount, the total amounts to \$157,526.28.

11 16. In addition, Talking Rock seeks to recover \$1,287.79 in taxable costs
12 against the District, as set forth in the itemized Statement of Costs filed
13 contemporaneously herewith.

14 17. In my opinion, both the hourly rates charged to Talking Rock and the
15 amount of hours expended in this matter are reasonable and commensurate with this
16 market and were reasonably necessary for the representation of Talking Rock.

17 18. As set forth above, Talking Rock agreed to pay Fennemore Craig the
18 aforementioned hourly billing rates for the services performed on its behalf in connection
19 with this litigation.

20 19. In addition, I am familiar with the rates charged by other lawyers in Arizona
21 for the same or similar services as those provided by Fennemore Craig to Talking Rock. It
22 is in my opinion that the fees set forth in Exhibit A and the total fees set forth in this
23 Declaration are reasonable and comparable to those being charged in the Arizona legal
24 community for commensurate work, giving due consideration to the ability, training,
25 experience, skill, and professional standing of each attorney and paralegal, the nature of
26 the work performed, the time required, the responsibility imposed by this representation,

1 and the results achieved to date.

2 20. Furthermore, the amount of hours expended were reasonable. Fennemore
3 Craig provided a number of legal services on behalf of Talking Rock related to the
4 Verified Complaint and Application for Order to Show Cause and Request for Emergency
5 Hearing, including (a) preparing for and attending three hearings, one of which was an
6 evidentiary hearing during which witnesses were called upon to testify, (b) drafting a
7 response in opposition of the District's Motion to Vacate Evidentiary Hearing and Order
8 to Show Cause ("Motion to Vacate"), and (c) preparing for and attending a telephonic
9 status conference requested by the District.

10 21. The amount of time required for Fennemore Craig to litigate this matter on
11 behalf of Talking Rock was greatly increased by the manner in which the District and its
12 counsel elected to proceed in this litigation:

13 a) Undersigned counsel spent a considerable amount of time attempting to
14 resolve various issues with counsel for the District so that further litigation
15 of those issues would not be necessary. For example, the District's lack of
16 communication and cooperation caused Talking Rock to expend additional
17 attorneys' fees analyzing and strategizing the appropriate response to such a
18 communication failure. After the May 9, 2018 hearing ("May 9 Hearing"),
19 during which the Court expressed that the "capacity issue" was the only
20 pending issue, Fennemore Craig sent numerous correspondence to counsel
21 for the District in an attempt to resolve the form issue. Counsel for the
22 District failed to meaningfully respond to any of the correspondence sent
23 and failed to otherwise cooperate by refusing to notify Talking Rock of the
24 information the District claimed it needed to execute the requisite forms.
25 Many of the incurred fees would not have been necessary had the District
26 promptly revealed the substance of its form argument, instead of playing a

1 game of “hide the ball.”

2 b) The District filed a Motion to Vacate, which requested the vacation of an
3 evidentiary hearing the District itself had previously requested at the May 9
4 Hearing. The District further requested that the Court schedule a telephonic
5 status conference to discuss the merits of the Motion to Vacate. The
6 District’s Motion to Vacate was a baseless attempt to create additional
7 delay, and it forced Talking Rock to expend additional legal fees in both
8 preparing a response and participating in the June 13, 2018 telephonic status
9 conference. At the conclusion of the status conference, the Court ordered
10 that the June Hearing would proceed as previously scheduled. But for the
11 District’s filing of the Motion to Vacate and requesting the telephonic status
12 conference, Talking Rock would not have unnecessarily expended those
13 legal fees.

14 22. For all of these reasons, the time spent by Fennemore Craig was actually,
15 reasonably, and necessarily incurred in the litigation of the above-captioned matter. No
16 time included in the Summary of Fees was wasted, inappropriate, or unnecessary.

17 23. I have reviewed and approved the amounts set forth in Exhibit A, the
18 itemized table of computerized legal research set forth above, and the fees estimated to
19 prepare a reply brief, and the total amount of \$157,526.28 accurately reflects the total
20 attorneys’ fees Talking Rock has, and purportedly will, incur from Fennemore Craig in
21 the litigation of the above-captioned matter and in preparing the instant Application and a
22 future reply brief. In addition, the total amount of \$1,287.79 accurately reflects the total
23 taxable costs incurred by Talking Rock from Fennemore Craig in litigating the above-
24 captioned matter.

25 24. Based upon the services performed, the amount at issue, the complexity of
26 this case, and my professional experience, a reasonable attorneys’ fee in this matter

1 incurred by Talking Rock for Fennemore Craig's representation is \$157,526.28.

2 25. Talking Rock should therefore be awarded the total amount of **\$158,814.07**
3 for its reasonable attorneys' fees (\$157,526.28) and costs (\$1,287.79) incurred from
4 Fennemore Craig in the litigation of this matter.

5 Pursuant to Rule 80(c), Arizona Rules of Civil Procedure, I verify under penalty of
6 perjury that the foregoing is true and correct to the best of my knowledge, information,
7 and belief.

8 EXECUTED ON this 27th day of July, 2018.

9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

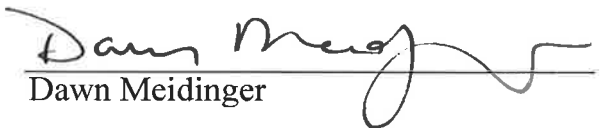

Dawn Meidinger

EXHIBIT A

Fennemore Craig FEE APP

Work Date	Timekeeper Name	Narrative	Hours	Amount
4/2/2018	Dawn Meidinger	Teleconference with Mr. Poteet regarding ICRSD moratorium on Sterling Ranch lot connections (.4); review historic agreement provisions (1.0); draft letter to counsel for ICRSD and send to Mr. Poteet for questions and preliminary review (3.0).	4.40	\$ 1,958.00
4/3/2018	Dawn Meidinger	Teleconference with client team (.3); confer with C. Gooch regarding effect of timing of resolution of a claim in light of sewer moratorium legislation (.2); locate District (.1).	0.60	\$ 267.00
4/4/2018	Dawn Meidinger	Teleconference with Mr. Poteet (.3); finalize letter to Mr. Whittington (.4).	0.70	\$ 311.50
4/5/2018	Dawn Meidinger	Teleconferences with Mr. Poteet regarding recent plant improvements and timing for a meeting; telephone Mr. Whittington.	0.30	\$ 133.50
4/6/2018	Dawn Meidinger	Telephone Mr. Whittington.	0.10	\$ 44.50
4/9/2018	Dawn Meidinger	Teleconference with Mr. Whittington (.2); update Mr. Poteet (.2); send letter to Mr. Whittington (.2).	0.60	\$ 267.00
4/16/2018	Dawn Meidinger	Teleconference with Mr. Lynch; confer with S. Hood and update client team.	0.40	\$ 178.00
4/16/2018	Sean T. Hood	Discuss dispute with the District with D. Meidinger (.2), review file documents concerning communications with the District (2.9) work on potential litigation strategy (.8).	3.90	\$ 1,657.50
4/17/2018	Dawn Meidinger	Confer with S. Hood; client team teleconference; review historic complaints and information in preparation for meeting.	2.50	\$ 1,112.50
4/17/2018	Sean T. Hood	Review background documents and work on litigation strategy.	2.10	\$ 892.50
4/18/2018	Dawn Meidinger	Prepare for and participate in meeting with Mr. Lynch and S. Hood (2.0); prepare and send meeting summary (.7); teleconference with Mr. Poteet (.4).	3.10	\$ 1,379.50
4/18/2018	Sean T. Hood	Work on complaint and litigation strategy (1.0) and participate in meeting with Mr. Lynch (1.5).	2.50	\$ 1,062.50
4/18/2018	Taylor Burgoon	Legal research on standard to obtain a temporary restraining order under Arizona law and, specifically, case law analyzing scope and application of irreparable harm standard (1.5); legal research on case law providing that damage to good will, reputation, and loss of customers is irreparable injury (1.0); legal research on Arizona case law providing that damage to goodwill is difficult to measure/quantify (0.8); draft legal analysis and argument in support of temporary restraining order (1.0); review and analyze ARS 48-2033 regarding illegal moratoriums and required procedures (0.4); review and analyze letter to Mr. Whittington regarding Sterling Ranch at TRR (0.4); review ICRSD website (0.1); review and analyze complaint, first amended complaint, application for order to show cause, and prior court rulings on motions for summary judgment from 2011 litigation (1.5); review and analyze sewer applications for Sterling Ranch (0.3); review email correspondence regarding Sterling Ranch average sales price and miscellaneous information from Mr. Poteet to D. Meidinger (0.3); draft Complaint (1.0); draft Application for Order to Show Cause and Emergency Hearing (0.4).	8.70	\$ 2,349.00
4/19/2018	Dawn Meidinger	Teleconference with client team and draft correspondence to Mr. Lynch (2.0); teleconference with Mr. Poteet and Mr. Benner regarding plant APP and send correspondence (.3).	2.30	\$ 1,023.50
4/19/2018	Taylor Burgoon	Draft and revise complaint (2.0); draft and revise Application for Order to Show Cause and Emergency Hearing (1.8); legal research on condemnation statute providing that condemnation matters have preference on court calendar (0.2).	4.00	\$ 1,080.00

Fennemore Craig FEE APP

Work Date	Timekeeper Name	Narrative	Hours	Amount
4/20/2018	Dawn Meidinger	Review final content of and edit the affidavits of Messrs. Burger and Poteet (1.40); confer with internal team on litigation approach (.4).	1.80	\$ 801.00
4/20/2018	Sean T. Hood	Consideration to case strategy (.7), work on complaint (1.50), and coordinate with D. Meidinger and T. Burgoon on complaint, application for order to show cause, and litigation strategy (.3).	2.50	\$ 1,062.50
4/20/2018	Taylor Burgoon	Draft affidavit of Clint Poteet and affidavit of Peter Burger (1.6); draft background section of Complaint (1.5); revise and edit counts in Complaint (1.0); draft and revise Application (1.0); review Sterling Ranch sewer applications (0.3); review and analyze notice of meetings and meeting minutes of ICRSD Board meetings (0.5); add claim for violation of Arizona public record law in Complaint (1.0); add facts relating to breach of Arizona public record law in background section of Complaint (0.8).	7.70	\$ 2,079.00
4/21/2018	Dawn Meidinger	Make further edits regarding specifics of plant capacity and lot approvals to Mr. Poteet's affidavit (1.60).	1.60	\$ 712.00
4/21/2018	Taylor Burgoon	Draft and revise Affidavit of Peter Burger (1.0); draft and revise Affidavit of Clint Poteet (0.8); incorporate D. Meidinger's edits and additional background information into background section of Complaint (1.2); revise claims in Complaint (0.9); legal research on Arizona open meeting laws (0.5); draft and revise claim for violation of Arizona's open meeting laws (1.0); draft and revise prayer for relief section of Complaint (0.3); draft and revise Application (0.9).	6.60	\$ 1,782.00
4/22/2018	Dawn Meidinger	Conduct preliminary review of complaint (.2); confer with S. Hood regarding correspondence from client team (.2); teleconference with Mr. Poteet (.1).	0.50	\$ 222.50
4/23/2018	Dawn Meidinger	Continue work on finalizing affidavits; confer with internal team; confer with client team; teleconference with Mr. Lynch; teleconference with Mr. Poteet; multiple emails regarding finalizing information for complaint; coordinate with Mr. Jolley.	2.80	\$ 1,246.00
4/23/2018	Sean T. Hood	Review and revise complaint and application for order to show cause (2.1), discuss case strategy with D. Meidinger and T. Burgoon (.5), discuss status with Mr. Lynch (.1), work on litigation strategy and work to identify appropriate recipients for service of process (1.80).	4.50	\$ 1,912.50
4/23/2018	Taylor Burgoon	Draft and revise the Application for Order to Show Cause and Emergency Hearing, the Affidavit of Clint Poteet, and the Affidavit of Peter Burger (1.8); meeting with D. Meidinger and S. Hood regarding legal arguments and case strategy (0.5); add board members as additional defendants to Complaint (0.2); edit and revise Verified Complaint (0.5); add information regarding Talking Rock's agreement to vacate previously approved capacity assurances in exchange for the District's agreement to provide approval for the Sterling Ranch Lots in background section of Verified Complaint (0.7); incorporate edits into the Affidavit of Peter Burger and Verified Complaint (0.5); draft summons for all defendants (0.2).	4.40	\$ 1,188.00
4/24/2018	Dawn Meidinger	Multiple teleconferences; discussions regarding finalized complaints for filings (including Mr. Jolley, corporate counsel, Mr. Burger); review current correspondence.	2.40	\$ 1,068.00

Fennemore Craig FEE APP

Work Date	Timekeeper Name	Narrative	Hours	Amount
4/24/2018	Sean T. Hood	Draft proposed order to show cause (.5); participate in conference calls concerning case strategy and factual revisions to affidavits and complaint (1.1); revise verified complaint (2.1); revise affidavits in support of application for order to show cause (1.8); exchange correspondence concerning service of process, work to identify service addresses and coordinate with process server (1.2); work on case strategy with respect to requested hearing (1.4).	8.10	\$ 3,442.50
4/24/2018	Taylor Burgoon	Draft and revise Verified Complaint (1.0); meeting with S. Hood, D. Meidinger, and Mr. Jolley regarding case strategy, Prescott court system, and legal arguments (0.7); legal research on whether complaint must be verified when filing action for mandamus relief (1.2); send summary of research findings to S. Hood and D. Meidinger (0.3); draft and revise Affidavit of Clint Poteet (0.6); draft and revise Affidavit of Peter Burger (0.5); draft and revise Application for Order to Show Cause (1.4).	5.70	\$ 1,539.00
4/25/2018	Dawn Meidinger	Correspond with S. Hood and then client team on status and addresses for Board members (.4).	0.40	\$ 178.00
4/25/2018	Sean T. Hood	Coordinate concerning service of process issues and work with process server on defendant addresses (1.40) and research case law on (REDACTED) (3.30).	4.70	\$ 1,997.50
4/26/2018	Dawn Meidinger	Update client team regarding issuance of summons and order to show cause (.2); correspond with Mr. Jolley regarding client specifics for representation letter and facilitate signature (.1).	0.30	\$ 133.50
4/26/2018	Sean T. Hood	Review case law involving (REDACTED) (1.50), coordinate on service of process (.4), and review background documents concerning prior moratorium (1.20).	3.10	\$ 1,317.50
4/26/2018	Taylor Burgoon	Meeting with S. Hood regarding research issues for order to show cause hearing (0.3); legal research on (REDACTED) (1.0); legal research on case law analyzing (REDACTED) (1.0); send summary of research findings to S. Hood (0.5).	2.80	\$ 756.00
4/27/2018	Dawn Meidinger	Teleconference with Mr. Burger, P. Rounds and S. Hood (.6); correspond with Mr. Poteet regarding (REDACTED) (.1).	0.70	\$ 311.50
4/27/2018	Sean T. Hood	Coordinate with process server on status of service and next steps (.3), discuss hearing strategy with Mr. Jolley (.2), and participate on update call with Mr. Burger (.6).	1.10	\$ 467.50
4/30/2018	Dawn Meidinger	Update client team on service and advise process server regarding board meeting (.2).	0.20	\$ 89.00
5/1/2018	Sean T. Hood	Coordinate with process server on service of process strategy (.2); review Board meeting agenda (.2); and work on case strategy (.8).	1.20	\$ 510.00
5/2/2018	Dawn Meidinger	Update client team regarding service (.1); conduct historic file review regarding moratorium legislative history (.7); confer with A. Strauss to obtain bill history and testimony; and confer with S. Hood and client team regarding same (.1).	0.80	\$ 356.00
5/2/2018	Sean T. Hood	Discuss potential Prescott opposing counsel with Mr. Jolley (.3); review documents relating to 2012 legislation enacting 48-2033 (.3); and consideration to strategy (.4).	1.00	\$ 425.00
5/3/2018	Taylor Burgoon	Research Arizona case law (REDACTED) (.3); send summary of research to S. Hood (.2).	0.50	\$ 135.00
5/4/2018	Sean T. Hood	Review defendants' response to application for order to show cause (1.2); work on argument for hearing (2.0).	3.20	\$ 1,360.00

Fennemore Craig FEE APP

Work Date	Timekeeper Name	Narrative	Hours	Amount
5/4/2018	Taylor Burgoon	Read and analyze ICRSD meeting agenda for May 8 public session to determine whether proper procedures were followed (.1); review and analyze ICRSD's response to application for order to show cause and attachments (.3); legal research on case law interpreting executive session statute and send summary to S. Hood and D. Meidinger (1.0); outline arguments in response to the ICRSD's response and send to S. Hood and D. Meidinger (1.3).	2.70	\$ 729.00
5/5/2018	Sean T. Hood	Review documents concerning prior moratorium and determination that it was null and void by virtue of Open Meeting violation (1.3); work on argument demonstrating 2018 moratorium is also a violation of the Open Meeting laws (1.0).	2.30	\$ 977.50
5/6/2018	Sean T. Hood	Review regulations and statutes cited by Defendants in their response and work on rebuttal arguments.	2.10	\$ 892.50
5/7/2018	Sean T. Hood	Review documents and prepare for hearing on order to show cause.	12.10	\$ 5,142.50
5/7/2018	Taylor Burgoon	Meet with S. Hood and V. Godfrey regarding hearing preparation (.2); send relevant documents to V. Godfrey for hearing preparation (.1); review and analyze Verified Complaint, Reply, and Capacity Assurance Approvals to determine whether factual disputes exist as to the numbers provided in those documents (1.0); legal research on R18-9-E301 (REDACTED) (1.5); prepare for conference call with S. Hood, Clint Poteet, and Peter Burger, including preparing a list of factual information needed for hearing (1.3); conference call with S. Hood, Clint Poteet, and Peter Burger regarding hearing strategy and gathering additional information for hearing (.5).	4.60	\$ 1,242.00
5/7/2018	Valerie Godfrey	(Paralegal) Prepare exhibits and notebooks for expedited hearing.	6.00	\$ 1,380.00
5/8/2018	Dawn Meidinger	Hearing preparation (1.6); review historic meeting minutes for explanation for high flow events (2.2); develop list of questions and participate in client team conference call (1.4).	5.20	\$ 2,314.00
5/8/2018	Sean T. Hood	Review documents and prepare for hearing on order to show cause.	11.20	\$ 4,760.00
5/8/2018	Taylor Burgoon	Review and analyze Arizona Attorney General Agency Handbook to locate language to support arguments at hearing (1.0); send relevant provisions to S. Hood (.2); legal research on Arizona case law interpreting the executive session statute (2.0); send summary of relevant case law to S. Hood (.5).	3.70	\$ 999.00
5/8/2018	Valerie Godfrey	(Paralegal) Continue preparation of exhibits for expedited hearing.	4.80	\$ 1,104.00
5/9/2018	Dawn Meidinger	Hearing preparation (2.7); attend pre-meeting at A. Jolley office (.8); hearing in Prescott and travel to hearing (4.0).	7.50	\$ 3,337.50
5/9/2018	Sean T. Hood	Review documents and prepare for hearing on order to show cause (4.1); review notice filed by Defendants and Defendants' exhibits and travel to Prescott (2.5); work on hearing strategy with client and co-counsel (.8); participate in hearing (1.5); return travel to Phoenix (1.9).	10.80	\$ 4,590.00
5/9/2018	Valerie Godfrey	(Paralegal) Continue preparation of exhibits for expedited hearing.	1.60	\$ 368.00
5/10/2018	Dawn Meidinger	Draft outline of next steps (.4); confer with S. Hood regarding same and send to client team for review (.3).	0.70	\$ 311.50
5/10/2018	Sean T. Hood	Consideration to strategy (.7); discuss status and next steps with Ms. Meidinger (.4).	1.10	\$ 467.50
5/14/2018	Dawn Meidinger	Teleconference with client team to discuss next steps.	0.90	\$ 400.50
5/14/2018	Sean T. Hood	Consideration to case strategy and participate in status call with Messrs. Burger and Poteet.	1.00	\$ 425.00

Fennemore Craig FEE APP

Work Date	Timekeeper Name	Narrative	Hours	Amount
5/15/2018	Dawn Meidinger	Fill out public records request and commence drafting letter to Mr. Lynch; review ADEQ counterpart forms for capacity assurance and NOI and confer with S. Hood; confer with client team regarding (REDACTED) .	1.20	\$ 534.00
5/16/2018	Dawn Meidinger	Teleconference with Mr. Burger (.3); teleconference with Mr. Lynch (.2); prepare and send summary of call to client team (.3); teleconference with Mr. Burger (.4).	1.20	\$ 534.00
5/16/2018	Sean T. Hood	Participate in status update call with Mr. Burger (.3); discuss status with Mr. Lynch (.2); exchange multiple related correspondence concerning case status and next steps (.7); work on correspondence confirming status of sewer approval forms (1.0); review Defendants' answer (.7).	2.90	\$ 1,232.50
5/16/2018	Taylor Burgoon	Review and analyze Verified Answer.	0.20	\$ 54.00
5/17/2018	Sean T. Hood	Correspondence to Mr. Lynch concerning acceptance of service of process (.1); work on letter to Mr. Lynch concerning sewer approval forms (.8); work on public records request (.8); consideration to case strategy (.4).	2.10	\$ 892.50
5/18/2018	Dawn Meidinger	Send public records request and letter to Mr. Lynch and update client team.	0.30	\$ 133.50
5/21/2018	Dawn Meidinger	Review correspondence from Mr. Lynch (.1); client team teleconference (.2).	0.30	\$ 133.50
5/21/2018	Sean T. Hood	Review multiple correspondence from Mr. Lynch (.2).	0.20	\$ 85.00
5/24/2018	Dawn Meidinger	Teleconference with Mr. Poteet (.1); confer with S. Hood and update client team (.2).	0.30	\$ 133.50
5/29/2018	Dawn Meidinger	Review meeting minutes (.1); teleconference with Mr. Poteet and send correspondence regarding next steps (.4); confer with S. Hood and send update to client team (.1).	0.60	\$ 267.00
5/29/2018	Sean T. Hood	Consideration to case strategy (.9); review operational documents concerning treatment plant capacity (.8).	1.70	\$ 722.50
5/30/2018	Dawn Meidinger	Confer with S. Hood regarding evidentiary hearing (.3).	0.30	\$ 133.50
5/30/2018	Sean T. Hood	Work on multiple correspondence to opposing counsel (.8); review operational documents and meeting minutes (1.2); work on hearing strategy (1.8).	3.80	\$ 1,615.00
5/31/2018	Sean T. Hood	Review operational documents in preparation for evidentiary hearing.	3.50	\$ 1,487.50
6/1/2018	Dawn Meidinger	Teleconference with S. Hood to discuss motion to vacate hearing and strategy for response (.2); review motion to vacate hearing (.2).	0.40	\$ 178.00
6/1/2018	Sean T. Hood	Review operational documents and wastewater treatment plant design documents in preparation for hearing (1.8), exchange multiple correspondence in follow-up with the District's counsel (.7), and review motion to vacate and begin work on response (1).	3.50	\$ 1,487.50
6/2/2018	Sean T. Hood	Work on response to motion to vacate.	2.10	\$ 892.50
6/3/2018	Dawn Meidinger	Review D. Zemp (REDACTED)	1.40	\$ 623.00
6/4/2018	Dawn Meidinger	Confer with S. Hood; T. Burgoon (.3); conference call with Mr. Lynch et al. and discuss filing for Friday (.6); teleconference with Mr. Burger (.8); teleconference with Mr. Poteet (.2); review and edit draft letter to Mr. Lynch regarding data requests (.9).	2.80	\$ 1,246.00
6/4/2018	Sean T. Hood	Prepare for and participate in conference call with opposing counsel concerning approvals forms and public records request (1.0), work on hearing preparation (1.2), participate on client status update calls (.7), work on response to motion to vacate (.3), and review correspondence to Mr. Lynch (.2).	3.40	\$ 1,445.00

Fennemore Craig FEE APP

Work Date	Timekeeper Name	Narrative	Hours	Amount
6/4/2018	Taylor Burgoon	Review and analyze Defendants' motion to vacate evidentiary hearing and order to show cause and request for expedited consideration (0.2); teleconference with S. Hood, D. Meidinger, Mr. Clugston, Mr. Whittington, and Mr. Lynch (0.5); draft letter to Mr. Lynch memorializing teleconference and requesting the District provide the numerical calculations for the capacity assurance approvals (2.5); teleconference with S. Hood, D. Meidinger, and Mr. Burger (0.5); teleconference with S. Hood, D. Meidinger, and Mr. Poteet (0.2); edit and revise letter to Mr. Lynch (0.2); review and analyze oral argument transcripts (REDACTED) (0.9).	5.00	\$ 1,350.00
6/4/2018	Valerie Godfrey	(Paralegal) Communications with S. Hood regarding preparation of exhibits for evidentiary hearing.	0.30	\$ 69.00
6/5/2018	Dawn Meidinger	Confer with paralegal regarding witness and exhibit list (.4); confer with S. Hood regarding letter to Mr. Lynch regarding supplemental materials (.2); confer with Mr. Poteet regarding obtaining prior submitted materials (.1).	0.70	\$ 311.50
6/5/2018	Sean T. Hood	Work on response to motion to vacate (6.1), review documents and work on exhibit list (2.3), exchange multiple case status correspondence to Mr. Poteet (1.2), and work on revisions and additions to response (2.5).	12.10	\$ 5,142.50
6/5/2018	Taylor Burgoon	Draft Notice of Filing Witness List and Exhibit List.	2.80	\$ 756.00
6/5/2018	Valerie Godfrey	(Paralegal) Meeting with S. Hood and D. Meidinger regarding gathering and preparation of exhibits for evidentiary hearing; begin gathering and organize exhibits for evidentiary hearing.	1.30	\$ 299.00
6/6/2018	Dawn Meidinger	Review and edit Mr. Burger affidavit (.4) and response to motion to vacate (.6); correspond with Mr. Poteet regarding (REDACTED) (.6); review information provided by Mr. Poteet (.3).	1.90	\$ 845.50
6/6/2018	Sean T. Hood	Work on response to motion to vacate (3.8), work on witness list (.5), and work on scheduling telephonic status conference with representative from Defendants' counsel's office (.2).	4.50	\$ 1,912.50
6/6/2018	Taylor Burgoon	Draft Notice of Filing of Witness List and Exhibit List (3.0); legal research on case law (REDACTED) (2.7); draft affidavit of Peter Burger (1.1); edit Response in Opposition to Defendants' Motion to Vacate (0.2).	7.00	\$ 1,890.00
6/6/2018	Valerie Godfrey	(Paralegal) Continue gathering and organize exhibits for evidentiary hearing; prepare draft index of exhibits.	2.00	\$ 460.00
6/7/2018	Dawn Meidinger	Teleconference with Mr. Poteet et al. regarding witness list for hearing (.8); confer with S. Hood regarding witness list (.2); finalize review of filings and letter to Mr. Lynch (.8); teleconference with Mr. Burger regarding affidavit (.3); finalize attachments to letter to Mr. Lynch (.2).	2.30	\$ 1,023.50
6/7/2018	Sean T. Hood	Review documents and work on exhibit list (3.4), revise response in opposition to motion to vacate (1.1), participate on separate conference calls with Messrs. Burger and Poteet concerning case status (1.4), work on witness list (.8), and work on correspondence to Mr. Lynch (.6).	7.30	\$ 3,102.50
6/7/2018	Taylor Burgoon	Draft and revise Burger Affidavit (0.5); edit and revise Notice of Filing Witness and Exhibit Lists (0.5); conference call with S. Hood, D. Meidinger, and Mr. Burger to discuss edits to Burger Affidavit (0.4); draft and revise Response to Defendants' Motion to Vacate and prepare for filing (4.0).	5.40	\$ 1,458.00

Fennemore Craig FEE APP

Work Date	Timekeeper Name	Narrative	Hours	Amount
6/7/2018	Valerie Godfrey	(Paralegal) Continue preparation of exhibits for evidentiary hearing and revise index to exhibits.	7.10	\$ 1,633.00
6/8/2018	Dawn Meidinger	Finalize witness and exhibit list and filing in response to motion to vacate (2.8); review letter from Mr. Lynch and send to client team (.1).	2.90	\$ 1,290.50
6/8/2018	Sean T. Hood	Review multiple correspondence and documents transmitted by Mr. Lynch (1.2), work to finalize exhibit list (1.1), and exchange multiple internal correspondence concerning today's filings and case status (.8).	3.10	\$ 1,317.50
6/8/2018	Taylor Burgoon	Edit and finalize Response to Motion to Vacate and prepare for filing (0.7); edit and revise Notice of Witness and Exhibit Lists and prepare for filing (0.8); review and revise Exhibit List (0.3).	1.80	\$ 486.00
6/8/2018	Valerie Godfrey	(Paralegal) Communications with S. Hood and D. Meidinger regarding additional exhibits; continue organization and preparation of exhibits for evidentiary hearing; revise and finalize index to hearing exhibits.	6.30	\$ 1,449.00
6/10/2018	Dawn Meidinger	Review Dec. 2017 data on (REDACTED) and send correspondence to Mr. Poteet (REDACTED).	1.30	\$ 578.50
6/11/2018	Dawn Meidinger	Confer with T. Burgoon regarding issuing subpoenas (.2).	0.20	\$ 89.00
6/11/2018	Taylor Burgoon	Draft subpoenas to Dwight Zemp and Davin Benner and arrange service.	1.50	\$ 405.00
6/11/2018	Valerie Godfrey	(Paralegal) Preparation of hearing exhibits for opposing counsel and hearing exhibit binders for S. Hood and D. Meidinger.	1.90	\$ 437.00
6/13/2018	Dawn Meidinger	Status conference, post-hearing discussion and teleconference with Mr. Poteet (1.3); teleconference with Mr. Jolley (.3); teleconference with Mr. Burger (.3).	1.90	\$ 845.50
6/13/2018	Sean T. Hood	Prepare for and participate in telephonic hearing on motion to vacate (1.5), work on case strategy with D. Meidinger and Mr. Jolley (1.0), and work on witness outlines for evidentiary hearing (1.0).	3.50	\$ 1,487.50
6/13/2018	Valerie Godfrey	(Paralegal) Meet with S. Hood regarding additional set of exhibits for witnesses and compilation of defendant's exhibits for hearing; preparation of plaintiff's exhibits binders.	1.40	\$ 322.00
6/14/2018	Sean T. Hood	Work on witness outlines for evidentiary hearing.	2.10	\$ 892.50
6/14/2018	Taylor Burgoon	Prepare notice of filing supplemental witness and exhibit list.	0.30	\$ 81.00
6/14/2018	Valerie Godfrey	(Paralegal) Preparation of Defendant's exhibit binders for hearing.	1.10	\$ 253.00
6/15/2018	Dawn Meidinger	Review additional informational items (.5); develop key dates timeline (.3); confer with S. Hood and client team on schedule for next week (.3).	1.10	\$ 489.50
6/15/2018	Sean T. Hood	Work on witness outlines for evidentiary hearing and exchange related correspondence.	9.10	\$ 3,867.50
6/15/2018	Taylor Burgoon	Draft Peter Burger direct examination witness outline (2.0); prepare notice of supplemental witness and exhibit lists and supplemental exhibits for filing (0.2).	2.20	\$ 594.00
6/15/2018	Valerie Godfrey	(Paralegal) Preparation of supplemental exhibits.	1.10	\$ 253.00
6/16/2018	Dawn Meidinger	Review correspondence from Mr. Burger and respond thereto (.2); review and comment on testimony outlines (.8); review (REDACTED) and confer with client team (.6); teleconference with Mr. Poteet regarding (REDACTED) (.2).	1.80	\$ 801.00
6/18/2018	Dawn Meidinger	Witness question review session (3.0); travel to Prescott (2.0); meet with Mr. Poteet to prepare for hearing (1.0).	6.00	\$ 2,670.00
6/18/2018	Sean T. Hood	Work on telephonic witness preparation for evidentiary hearing (3.1), review exhibits and revise witness outlines (3.7), travel to Prescott (2.0) and prepare with Mr. Poteet (1.5), and further revision to witness outlines (1).	11.30	\$ 4,802.50

Fennemore Craig FEE APP

Work Date	Timekeeper Name	Narrative	Hours	Amount
6/18/2018	Taylor Burgoon	Locate and compile all documents signed, verified, or affirmed by Mr. Burger and Mr. Poteet to prepare for evidentiary hearing (.8); send email correspondence with documents attached to Mr. Burger, Mr. Poteet, S. Hood, and D. Meidinger (.2).	1.00	\$ 270.00
6/18/2018	Valerie Godfrey	(Paralegal) Communications with S. Hood regarding preparation for conference call (.1); communications with local counsel regarding hearing exhibits (.5); create box.com account and upload hearing exhibits (.5).	1.10	\$ 253.00
6/19/2018	Dawn Meidinger	Attend hearing; post-hearing client meetings; return to Phoenix.	8.00	\$ 3,560.00
6/19/2018	Sean T. Hood	Prepare for and participate in evidentiary hearing on illegal moratorium claim (4.9), work on strategy for next steps (1.0), and return travel to Phoenix (2.1).	8.00	\$ 3,400.00
6/20/2018	Dawn Meidinger	Confer with Mr. Zemp (.1); confer with Mr. Jolley regarding board meeting (.1).	0.20	\$ 89.00
6/20/2018	Sean T. Hood	Consideration to case strategy (.7), draft correspondence with Mr. Lynch (.1), exchange correspondence concerning upcoming District board meeting (.2), and work on status correspondence to Mr. Burger (1.1).	2.10	\$ 892.50
6/20/2018	Taylor Burgoon	Legal research on case law (REDACTED) (2.2); draft and organize Initial Disclosure Statement (1.0).	3.20	\$ 864.00
6/21/2018	Sean T. Hood	Review transcript of evidentiary hearing and incorporate excerpts into status update (1.9), revise correspondence to Mr. Burger and coordinate on related strategy with Ms. Meidinger (1.0), discuss board meetings with Mr. Jolley (.3), and revise status update (.8).	4.00	\$ 1,700.00
6/21/2018	Taylor Burgoon	Research case law analyzing (REDACTED) (2.5); summarize research findings and send to S. Hood (0.5); summarize research findings as to whether (REDACTED) and send to S. Hood (1.0); draft initial disclosure statement (1.2).	5.20	\$ 1,404.00
6/21/2018	Valerie Godfrey	(Paralegal) Review documents produced in response to public records request; communications with T. Burgoon regarding same.	0.30	\$ 69.00
6/22/2018	Dawn Meidinger	Edit and finalize letter to Mr. Burger (.3); confer with S. Hood regarding initial disclosure statement (.1).	0.40	\$ 178.00
6/22/2018	Sean T. Hood	Review District disclosure statement (.3), work on initial disclosure statement (.6), exchange multiple client correspondence concerning case status (.3), and consideration to case strategy (.2).	1.40	\$ 595.00
6/22/2018	Taylor Burgoon	Revise initial disclosure statement.	3.80	\$ 1,026.00
6/23/2018	Dawn Meidinger	Teleconference with Mr. Poteet regarding board meeting outcome (.2); review (REDACTED) (.2); review Mr. Jolley's notes from June 21 meeting (.2).	0.60	\$ 267.00
6/24/2018	Dawn Meidinger	Review correspondence from Mr. Burger (.2); review Sanitary District statutes and send return correspondence (.3).	0.50	\$ 222.50
6/25/2018	Dawn Meidinger	Confer with S. Hood regarding various matters (.2); participate in client team teleconference regarding outcome of recent board meetings (.3).	0.50	\$ 222.50
6/25/2018	Sean T. Hood	Review correspondence from Mr. Burger (.5), review minutes from the past several board meetings (.5), discuss case status and strategy with Messrs. Burger and Poteet and Ms. Meidinger (.5), revise disclosure statement (.2), coordinate regarding correction of hearing transcript (.4), and dictate letter to District concerning July 18 moratorium hearing (.4).	2.50	\$ 1,062.50
6/25/2018	Taylor Burgoon	Legal research on (REDACTED) (0.5); legal research on (REDACTED) (0.6); send summary of research findings to S. Hood and D. Meidinger (0.5).	1.60	\$ 432.00

Fennemore Craig FEE APP

Work Date	Timekeeper Name	Narrative	Hours	Amount
6/25/2018	Valerie Godfrey	(Paralegal) Telephone call with judge's assistant (.1); telephone calls court reporter, Ms. L. Steinmeyer, regarding error in court transcript from June 19 evidentiary hearing (.2).	0.30	\$ 69.00
6/26/2018	Sean T. Hood	Work on letter to the District concerning (REDACTED) (1.4), coordinate with T. Burgoon concerning research items (.2), and exchange multiple case status correspondence (.2).	1.80	\$ 765.00
6/26/2018	Taylor Burgoon	Legal research on (REDACTED) (2.3); send summary of research findings to S. Hood (0.7).	3.00	\$ 810.00
6/26/2018	Valerie Godfrey	(Paralegal) Telephone calls with court reporter regarding affidavit correcting court transcript from June 19 evidentiary hearing.	0.30	\$ 69.00
6/27/2018	Dawn Meidinger	Confer with S. Hood regarding mediation list (.2); review Court minute entry and confer with S. Hood regarding same (.2).	0.40	\$ 178.00
6/27/2018	Sean T. Hood	Review affidavit concerning corrected transcript and exchange related correspondence (.2) and exchange correspondence concerning draft letter to the District concerning procedural deficiencies in proposed moratorium process (.3).	0.50	\$ 212.50
6/29/2018	Dawn Meidinger	Teleconference with S. Hood regarding June 27 meeting minutes (.1); teleconference with Mr. Burger regarding various District matters (.5); review and send June 27 meeting minutes to client team (.2).	0.80	\$ 356.00
7/9/2018	Dawn Meidinger	Confer with S. Hood regarding upcoming hearing and Board meeting agenda and mediation (.4); confer with Mr. Poteet during Board meeting (.2); confer with Mr. Poteet and S. Hood following Board meeting (.2); review Board meeting materials related to pending approval of capacity forms and confer with client team (.2).	1.00	\$ 445.00
7/9/2018	Sean T. Hood	Exchange multiple correspondence concerning the District's proposals for mediation.	0.30	\$ 127.50
7/10/2018	Dawn Meidinger	Correspond with client team regarding caveat on signed capacity assurance forms referencing 43 lots (.2); correspond with opposing counsel regarding same (.1); travel to and attend hearing in Prescott (5.0); teleconference with Mr. Burger regarding hearing strategy and outcome (.2).	5.50	\$ 2,447.50
7/10/2018	Sean T. Hood	Review packet submitted to Yavapai County by the District and exchange related correspondence in preparation for hearing (1.0) and travel for and participate in hearing (5.8).	6.80	\$ 2,890.00
7/10/2018	Taylor Burgoon	Draft application for attorneys' fees (0.2); draft declaration of Dawn Meidinger in support of application for attorneys' fees (0.2).	0.40	\$ 108.00
7/11/2018	Sean T. Hood	Coordinate with T. Burgoon and preparation of fee application.	0.30	\$ 127.50
7/11/2018	Taylor Burgoon	Draft application for attorneys' fees (0.3); draft declaration of D. Meidinger in support of application for attorneys' fees (0.7); draft proposed form of judgment (0.2).	1.20	\$ 324.00
7/12/2018	Taylor Burgoon	Prepare statement of costs to attach to application for attorneys' fees.	0.20	\$ 54.00
7/14/2018	Taylor Burgoon	Draft application for attorneys' fees (2.0); draft and revise declaration of D. Meidinger in support of application for attorneys' fees (0.2); draft and revise declaration of Andy Jolley in support of application for attorneys' fees (0.2); draft and revise proposed form of judgment (0.2).	2.60	\$ 702.00
7/15/2018	Taylor Burgoon	Draft and revise application for attorneys' fees (3.2); draft and revise declaration of D. Meidinger in support of application for attorneys' fees (0.3); draft and revise declaration of Andy Jolley in support of application for attorneys' fees (0.2); draft and revise proposed form of judgment (0.3).	4.00	\$ 1,080.00

Fennemore Craig FEE APP

Work Date	Timekeeper Name	Narrative	Hours	Amount
7/16/2018	Sean T. Hood	Review invoices and work on fee application.	1.00	\$ 425.00
7/16/2018	Taylor Burgoon	Draft and revise application for attorneys' fees (1.0); draft and revise declaration of D. Meidinger in support of application for attorneys' fees (0.2); draft and revise declaration of Andy Jolley in support of application for attorneys' fees (0.2); draft and revise proposed form of judgment (0.2); legal research on costs recoverable under Arizona statute (1.5); review cost summary and note unrecoverable costs (0.2).	3.30	\$ 891.00
7/17/2018	Taylor Burgoon	Legal research on (REDACTED) (0.8); send summary of research findings to S. Hood, D. Meidinger, and V. Godfrey and indicate (REDACTED) (0.3).	1.10	\$ 297.00
7/18/2018	Dawn Meidinger	Confer with Mr. Poteet regarding status of county approval of forms (.1).	0.10	\$ 44.50
7/18/2018	Taylor Burgoon	Draft and revise Jolley Declaration (0.5); read and respond to email correspondence from A. Jolley re declaration and Prescott Law Group's summary of fees and costs (0.2); send email correspondence to S. Hood and D. Meidinger regarding application for fees and summary of fees and costs (0.1); draft and revise Application for Fees (0.4).	1.20	\$ 324.00
7/18/2018	Valerie Godfrey	(Paralegal) Continue preparation of redacted invoices in support of application for attorneys' fees.	0.50	\$ 115.00
7/19/2018	Dawn Meidinger	Review and finalize declaration for fee application (.3); review and provide edits for form of fee application (.3).	0.60	\$ 267.00
7/19/2018	Taylor Burgoon	Send email correspondence to V. Godfrey re finalized June invoice for fee and cost spreadsheet (0.2); draft and revise Fee Application (0.6); draft and revise Meidinger Declaration (0.2); send multiple email correspondence to D. Meidinger and S. Hood regarding revisions to Meidinger Declaration and Fee Application (0.2); finalize Jolley Declaration (0.2).	1.40	\$ 378.00
7/19/2018	Sean T. Hood	Work on fee application.	0.20	\$ 85.00
7/19/2018	Valerie Godfrey	(Paralegal) Meet with T. Burgoon regarding preparation of spreadsheet of fees in support for application for attorneys' fees.	0.20	\$ 46.00
7/22/2018	Taylor Burgoon	Draft and revise Application for Fees to incorporate D. Meidinger's revisions (0.8); draft and revise Proposed Judgment (0.2); send revised Application and Proposed Judgment to S. Hood and D. Meidinger (0.1); draft Amended Complaint (1.0).	2.10	\$ 567.00
7/23/2018	Valerie Godfrey	(Paralegal) Preparation of excel spreadsheet of fees and costs through July 16, 2018 in support of application for attorneys' fees	3.00	\$ 690.00
7/23/2018	Taylor Burgoon	Draft and revise Application for Fees (2.1); draft and revise proposed judgment (0.6); calculate costs and draft Statement of Costs (0.8); draft and revise Meidinger declaration to include computerized research fees and additional edits (1.1); legal research on (REDACTED) (0.5); send revised fee application documents to S. Hood and D. Meidinger (0.1); call with S. Hood regarding attorney fee application documents (0.2).	5.40	\$ 1,458.00
7/24/2018	Valerie Godfrey	(Paralegal) Update fees and costs spreadsheets through 7/22.	0.80	\$ 184.00
7/24/2018	Sean T. Hood	Revise fee application and adjoining documents, exchange related correspondence with Ms. Meidinger, Ms. Burgoon, and Ms. Godfrey, and summary update/transmittal correspondence to Messrs. Burger and Poteet.	2.50	\$ 1,062.50
7/24/2018	Taylor Burgoon	Draft and revise all documents in Application for Fees package to account for 10% discount and additional edits (4.0); call and email correspondence with S. Hood regarding fee application (0.3); call with V. Godfrey regarding edits to Statement of Fees (0.2).	4.50	\$ 1,215.00

Fennemore Craig FEE APP

Work Date	Timekeeper Name	Narrative	Hours	Amount
			438.60	\$ 161,064.00
		10% Curtesy Discount for June Billing Statement		\$ (6,904.20)
				\$ 154,159.80

EXHIBIT 2

FENNEMORE CRAIG, P.C.
Sean Hood (No. 022789)
Dawn Meidinger (No. 017373)
Taylor Burgoon (No. 033970)
2394 East Camelback Road
Suite 600
Phoenix, AZ 85016-3429
Telephone: (602) 916-5000
Email: shood@fclaw.com
Email: dmeidinger@fclaw.com
Email: tburgoon@fclaw.com

PRESCOTT LAW GROUP, PLC
Andy Jolley (No. 025560)
116 N. Summit Avenue
Prescott, AZ 86301
Telephone: (928) 445-1909
Email: andy@plgnaz.com

*Attorneys for Plaintiff
Talking Rock Land, LLC*

SUPERIOR COURT OF ARIZONA
YAVAPAI COUNTY

TALKING ROCK LAND, LLC, an
Arizona limited liability company,

Plaintiff,

v.

INSCRIPTION CANYON RANCH
SANITARY DISTRICT, an Arizona
sanitary district; DAVID BARREIRA,
District Board Member; BILL
DICKRELL, District Board Member;
AL POSKANZER, District Board
Member,

Defendants.

No. P1300CV201800380

**DECLARATION OF ANDY JOLLEY IN
SUPPORT OF PLAINTIFF TALKING
ROCK LAND, LLC'S APPLICATION FOR
ATTORNEYS' FEES**

(Assigned to the Honorable John D. Napper)

Andy Jolley declares as follows:

1. I am an attorney duly licensed to practice in the State of Arizona. I am one of the attorneys of record for Plaintiff Talking Rock Land, LLC (“Talking Rock”) in the above-referenced matter and, as such, am authorized and otherwise competent to execute this Declaration, which I make based upon my personal knowledge and the documents attached hereafter.

2. In representing Talking Rock in this matter, Prescott Law Group, PLC (“Prescott Law Group”) performed the legal services outlined in the Summary of Fees, attached hereto as **Exhibit B**, demonstrating that Prescott Law Group attorneys and paralegals have spent 16.02 hours to date on this litigation.

3. I am an attorney and founding member of Prescott Law Group. I obtained my J.D. in 2007 from the University of Idaho College of Law. I have been licensed to practice law in Arizona since 2007. My area of practice focuses primarily on litigation, but I also practice in the areas of personal injury and business law. My hourly billing rate during the time I provided legal services to Talking Rock in connection with this litigation was \$300.00.

4. In connection with this case, I worked with Mary Mayer, a paralegal at Prescott Law Group. Ms. Mayer received her paralegal certification in 2015. Ms. Mayer’s hourly rate during the time she provided legal services to Talking Rock in connection with this litigation was \$90.

5. Talking Rock agreed to pay Prescott Law Group the aforementioned hourly billing rates for the services performed on its behalf in connection with this litigation. These billing rates are the hourly rates the firm customarily charges clients for work performed by the specified attorneys and paralegals.

6. The services rendered on behalf of Talking Rock in litigating the above-captioned matter, as of July 10, 2018, are set forth in the attached itemized statement of legal services. *See* Summary of Fees. The Summary of Fees set forth in Exhibit B was produced from the billing records regularly prepared and maintained by Prescott Law Group in the ordinary course of its business.

7. In my opinion, both the amount of hours expended and the hourly rates charged to Talking Rock in this matter are reasonable and commensurate with this market and were reasonably necessary for the representation of Talking Rock.

8. I am familiar with the rates charged by other lawyers in Arizona for the same or similar services as those provided by myself to Talking Rock. It is in my opinion that the fees set forth in Exhibit B are reasonable and comparable to those being charged in the Arizona legal community for commensurate work, giving due consideration to my ability, training, experience, skill, and professional standing, the nature of the work performed, the time required, the responsibility imposed by this representation, and the results achieved to this date.

9. The total amount of time spent by Prescott Law Group in the representation of Talking Rock in this litigation was reasonable.

10. Prescott Law Group provided a number of legal services on behalf of Talking Rock related to the Talking Rock's Verified Complaint and Application for Order to Show Cause -and- Request for Emergency Hearing, including preparing for and attending three hearings, one of which was an evidentiary hearing during which witnesses were called upon to testify.

11. Accordingly, the time spent by Prescott Law Group was actually, reasonably, and necessarily incurred in the litigation of the above-captioned matter. No time included in the Summary of Fees was wasted, inappropriate, or unnecessary.

12. I have reviewed and approved the amounts set forth in Exhibit B, and the total amount of \$4,218.00 accurately reflects the total fees from Prescott Law Group incurred by Talking Rock in the litigation of the above-captioned matter through July 10, 2018.

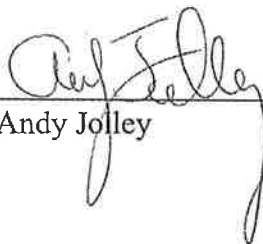
13. The total amount of \$4,218.00 is comprised of the total fees incurred for my services (\$3,966.00) plus the total fees incurred for Ms. Mayer's services (\$252.00).

14. The "Total" reflected on the Summary of Fees includes a cost incurred on 6/06/2018 for "Reimbursable expense: Fed Ex to Fennemore Craig for documents received from Boyle Pecharich's office" for \$44.07. Talking Rock is not seeking an award for that cost. The cost, therefore, has been subtracted from the "Total" of \$4,262.07 to equal the fees being sought, \$4,218.00.

15. Based upon the services performed, the amount at issue, the complexity of this case, and my professional experience, a reasonable attorneys' fee in this matter is **\$4,218.00** (13.22 hours x \$300/hr + 2.80 hours x \$90/hr).

Pursuant to Rule 80(c), Arizona Rules of Civil Procedure, I verify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

EXECUTED ON this ___ day of 7/19/2018.



Andy Jolley

EXHIBIT

B



Prescott Law Group

116 North Summit Avenue
Prescott, Arizona 86301
United States
Phone: 928-445-1909
Fax: 928-350-8839

INVOICE

Invoice # 2356
Date: 07/11/2018
Due On: 08/10/2018

Fennemore Craig

2018-44486 Talking Rock Land, LLC

Talking Rock Land, LLC

Type	Date	Description	Quantity	Attorney	Rate	Total
Service	04/23/2018	Spoke with DM from FC regarding possible case and need for local counsel (no charge)	0.40	AJ	\$0.00	\$0.00
Service	04/24/2018	Phone Conference with FC team regarding status of the case.	0.50	AJ	\$300.00	\$150.00
Service	04/24/2018	Received email from DM stating that district did not sign and discussing how to proceed. Lawsuit will be filed.	0.40	AJ	\$300.00	\$120.00
Service	04/25/2018	Email back and forth with Atty Hood regarding filings for the case.	0.40	AJ	\$300.00	\$120.00
Service	04/26/2018	Telephone conference with Judge Napper JA regarding upcoming hearing	0.20	AJ	\$300.00	\$60.00
Service	04/26/2018	Conference with Attorney Jolley regarding the case.	0.20	MM	\$0.00	\$0.00
Service	04/26/2018	Prepare file for Attorney Jolley's review.	0.40	MM	\$90.00	\$36.00
Service	04/26/2018	Prepare & send e-mail to team regarding upcoming hearing (no charge)	0.20	AJ	\$0.00	\$0.00
Service	04/26/2018	Finalize paperwork for file	0.40	AJ	\$300.00	\$120.00
Service	04/27/2018	Spoke to Sean Hood about upcoming hearing.	0.25	AJ	\$300.00	\$75.00

Service	05/02/2018	Telephone conference with Sean Hood re: adverse party & case analysis; Conference with attorney TN re: same	0.40	AJ	\$300.00	\$120.00
Service	05/04/2018	Received email from Sean Hood. Called Div 2 re same and followed up with email.	0.50	AJ	\$300.00	\$150.00
Service	05/07/2018	Review Notice of Errata.	0.10	MM	\$0.00	\$0.00
Service	05/08/2018	Prepare with Attorney Jolley re: Order to Show Cause Hearing	0.50	MM	\$0.00	\$0.00
Service	05/15/2018	Review order on the OSC hearing; docket evidentiary hearing and exhibits due accordingly.	0.20	MM	\$0.00	\$0.00
Service	05/17/2018	Spoke with Sean Hood Regarding notes from hearing. Double checked file to make sure I didn't have them.	0.40	AJ	\$300.00	\$120.00
Service	05/18/2018	Prepare for Order to Show Cause Hearing with paralegal Mayer	0.50	AJ	\$300.00	\$150.00
Service	06/06/2018	Review Order setting telephonic status conference; docket due date accordingly.	0.20	MM	\$0.00	\$0.00
Expense	06/06/2018	Reimbursable expense: Fed Ex to Fennemore Craig for documents received from Boyle Pecharich's office	1.00	AJ	\$44.07	\$44.07
Service	06/11/2018	Multiple email correspondence with co-counsel regarding service of subpoenas.	0.40	MM	\$90.00	\$36.00
Service	06/12/2018	Travel to and from Granite Basin Engineering to serve Supboena for Mr. Brenner	0.50	MM	\$90.00	\$45.00
Service	06/12/2018	Draft and transmit email correspondence to co-counsel confirming subpoena being served	0.10	MM	\$90.00	\$9.00
Service	06/13/2018	Prepare for and attend oral argument on motion to continue evidentiary hearing.	0.87	AJ	\$300.00	\$261.00
Service	06/18/2018	Conference with Attorney Jolley regarding the upcoming evidentiary hearing	0.20	MM	\$90.00	\$18.00
Service	06/18/2018	Finalize review and prepare for evidentiary hearing tomorrow with paralegal Mayer	1.00	AJ	\$300.00	\$300.00
Service	06/18/2018	Prepare & receive multiple email correspondence with opposing counsel's staff re: hearing issues	0.20	MM	\$90.00	\$18.00
Service	06/18/2018	Review & organize pleadings and exhibits	0.50	MM	\$90.00	\$45.00
Service	06/18/2018	Prepare trial notebook for Attorney Jolley re: evidence hearing	0.50	MM	\$90.00	\$45.00

Service	06/19/2018	Attended evidentiary hearing.	4.00	AJ	\$300.00	\$1,200.00
Service	06/21/2018	Attend ICRWWD board meeting	2.60	AJ	\$300.00	\$780.00
Service	06/21/2018	Conference with Sean Hood re: board meeting	0.20	AJ	\$300.00	\$60.00
Service	07/10/2018	Attended hearing regarding signed forms. Spoke with Attorneys regarding same.	0.60	AJ	\$300.00	\$180.00

Time Keeper	Quantity	Rate	Total
Andy Jolley	13.22	\$300.00	\$3,966.00
Andy Jolley	0.6	\$0.00	\$0.00
Mary Mayer	2.8	\$90.00	\$252.00
Mary Mayer	1.2	\$0.00	\$0.00
		Total	\$4,262.07

Please make all amounts payable to: Prescott Law Group