

Exhibit B

Guide for Outside Legal Counsel

1. Introduction and Purpose

This guide is provided to outside legal counsel retained by the Unified Government of Wyandotte County/Kansas City, Kansas. It has been prepared by the Legal Department for the purpose of explaining the Unified Government's policies and billing procedures for outside legal counsel. You should consider this guide an integral part of the terms under which you are engaged. We recognize that some of the policies and procedures in the guide may require a departure from your standard practices, and we appreciate your cooperation. Any questions you may have about the matters contained in the guide should be referred to the Unified Government's chief counsel.

2. Relationship Between the Legal Department and Outside Legal Counsel

The Legal Department has ultimate responsibility for the management of all legal assignments. All significant decisions associated with these matters must be approved by the chief counsel.

To assist you in representing the Unified Government or its officials or employees or officials or employees of the Board of Public Utilities (BPU), one of the attorneys from our office will be assigned to supervise the representation and to act as your in-house liaison. This attorney will be your principal contact with the Unified Government, the BPU, and their officials and employees. The supervising attorney will work with you in developing case strategy, facilitate client contacts, approve your budget (if requested), participate in drafting and review of significant documents and court filings, assist with discovery, including e-discovery, attend meetings, depositions, mediations, court conferences and hearings, and trial when appropriate, and review your invoices.

3. Conflicts

We expect that your representation will be free of any conflicting interests. Any actual or potential conflict of interest must be discussed with, and disclosed in writing to, the chief counsel as soon as you recognize the potential for such a situation. The Unified Government reserves the right to decide whether a conflict of interest exists. If a potential or actual conflict does exist, the issue must be resolved to our satisfaction. If a waiver is requested, any such request must be in writing and must disclose all relevant facts. A decision will be within the exclusive authority of the chief counsel and will be communicated to you as soon as possible.

4. News Media

All inquiries from the news media should be forwarded to the supervising attorney or the chief counsel. You should not make any statement to the media about legal matters on which you represent the Unified Government or its officials or employees or officials or

employees of the BPU (including “no comment”) unless specifically authorized to do so by the supervising attorney or the chief counsel.

5. Strategy and Budget

At the outset of each assignment, we will work with you to define the objectives to be achieved and to mutually agree upon your role and the duties expected of you to successfully conclude the matter. At that time, we also would expect to agree upon staffing. We may request that you prepare a written budget proposal for our review and approval.

If requested, the budget, at minimum, must include the following:

- anticipated objectives and strategies;
- significant phases of the assignment, e.g., initial pleadings and motions, discovery, pretrial order, dispositive motions, and trial;
- a description of the work anticipated in each phase;
- an estimate of the amount of time the work will take; and
- the estimated cost of each phase.

Periodic updates will be requested to assist us in determining whether the case is progressing within budget. If circumstances arise that are likely to necessitate a budget revision, you should notify us promptly.

The Unified Government will not pay outside counsel for any amount that exceeds the approved budget unless an updated budget has been submitted by outside counsel and approved by the supervising attorney in writing.

6. Staffing

In general, your work on Unified Government matters should be staffed with the minimum number of attorneys consistent with providing high quality legal services. Generally, no more than one partner and one associate should be assigned to a matter without the approval of this office. Staffing of meetings, depositions, mediations, court conferences and hearings, negotiation sessions, and other events should be as efficient as possible. Only one person from the firm should attend unless the firm has obtained prior approval from the supervising attorney.

All matters should be handled at the most cost-effective level (partner, associate, paralegal, clerk, or secretary). Partner time should be billed only for partner-level work, e.g., sophisticated legal work requiring partner-level experience and expertise; associate time only for associate-level work; and paralegal time for non-clerical work. Generally, cases and matters should be assigned to an attorney who has the lowest billing rate while possessing the requisite experience and expertise to handle the matter with a high degree of quality. Bills should indicate the person doing the work and detail the work sufficiently so that it is

evident that the level of work is appropriate to the person performing it. You should consider what tasks can be handled by inside counsel and offer inside counsel the opportunity to perform them.

At the initial meeting between you and the supervising attorney, the attorneys who will be working on the matter and the role each is expected to play should be identified. Generally, lawyers initially assigned to a case or matter should remain assigned to it. Staffing changes must be approved in advance by the supervising attorney. Similarly, lawyers should not be assigned to a case or matter on a “spot” or one-time basis without approval from the supervising attorney. The Unified Government will not pay for transition or learning time due to staffing changes.

7. Legal Research

We have retained you in part because of your expertise and overall knowledge of the law. In some instances, you have been retained because you specialize in a particular area of law. Therefore, we will not pay for time spent on basic legal research to educate your attorneys or other personnel in the field of the lawsuit or your specialty. Nor will we pay for time spent researching court rules or procedures, unless approved by the supervising attorney. Time spent for legal research should be reasonable considering the task at hand. The cost of computerized legal research (Westlaw, Lexis, etc.) is considered to be part of your overhead and, therefore, should not appear as an expense on bills.

8. Billing

For most legal assignments, we expect to be charged based on hourly rates for your professional services. In appropriate cases, legal assignments may be made on a contingent fee basis; on the basis of an hourly rate with a not-to-exceed total amount; on a fixed- or flat-fee basis; or on some other basis. We encourage your suggestions with respect to alternative billing arrangements. Alternative billing arrangements are to be agreed upon at the outset of the matter.

A. Frequency, Form, and Content of Bills

Please submit bills monthly. If you are engaged in multiple matters, you should prepare a separate bill for each matter. Include with the bill a statement of the aggregate amount billed, itemized by matter.

The time for each activity must be separately stated. Block billing is not acceptable. Each billing entry should include the following: date, description of service, attorney who performed the service, time spent, charge (time spent x hourly rate).

All entries by attorneys and paralegals should be recorded daily based upon their actual time in one-tenth (1/10) hour increments; however, if multiple tasks are performed in six minutes or less, such activities should be grouped under a single time charge of one-tenth (1/10) of an hour.

The Unified Government requires descriptions of services in sufficient detail that the nature, purpose, or subject of the work performed and the specific task to which it relates can be readily ascertained.

Use of Uniform Task-Based Management System (UTBMS) codes, while not required at this time, is encouraged. See <https://utbms.com>.

Each bill must be reviewed, approved, and initialed by the lead attorney responsible for the assignment. Initialing by the lead attorney indicates that services and disbursements charged are accurate, reasonable, and in accordance with the policies set forth in this guide.

Your bills to the Unified Government are likely to be considered open records subject to disclosure under the Kansas Open Records Act. Therefore, they should not refer to the substance of any confidential attorney-client communication.

B. Billing Rates

Billing rates will be negotiated before entry into a contract with the Unified Government for outside counsel services and, unless otherwise specified in the contract, will apply for the duration of the contract. The hourly rate charge for any matter referred by the Unified Government must not exceed the lowest rate charged to any other of your public sector clients. In establishing your billing rates, we suggest that the following factors be considered: the number of assignments offered to your firm; the growing competitiveness of law firms as to quality and rates; and the assurance that your invoices will be promptly paid. There will be no standard minimum charge for any services performed such as telephone calls, file review, etc. Only the actual time expended shall be charged.

C. Billable Items

Fees and expenses should be reviewed by the lead attorney responsible for the assignment before the bill is submitted to the Unified Government. Fees for time spent in excess of that reasonably necessary to accomplish a task or on unnecessary or marginal tasks should be deleted or modified before the bill submitted, as should fees that are inconsistent with the policies in this guide. The Unified Government reserves the right not to pay charges that are excessive, unreasonable, or unauthorized or that do not comply with this guide.

The following restrictions are placed on billing for time spent in internal conferences or for reviewing notices of electronic filing:

- Only one person may bill for time spent in an internal conference, whether conducted in-person, by phone, or by email or text, concerning a case or other matter.
- Only one person may bill for reviewing a notice of electronic filing by another party. This does not preclude review by more than one attorney of significant

attachments to a notice of electronic filing, such as court orders, contested motions, responses and replies by opposing counsel, and expert witness disclosures. (Notices required to be filed by court rules, e.g., notices of service, are not considered significant attachments.)

The Unified Government will not pay for time spent on the following:

- Opening or closing a file, including time spent preparing an engagement letter or conflict waivers
- Preparing budgets, invoices, or responses to billing questions
- Performing administrative or clerical tasks
- Responding to inquiries from auditors
- Educating or training personnel
- Attending a meeting, deposition, mediation, court conference or hearing, negotiation session, or other event by more than one person unless prior approval is obtained from the supervising attorney
- Traveling to the same event by more than one person
- Reviewing a notice of an electronic filing (including attachments) for a filing made by you on behalf of the client.

Time spent traveling to or from an out-of-town destination will be paid at one-half of the attorney's regular rate except for time spent actively working on a Unified Government matter (e.g., preparing for a deposition during a flight), which will be paid at the regular rate. Travel time spent working on a matter for another client may not be billed to the Unified Government.

D. Expenses

We expect that your hourly billable rates have been calculated to include all overhead and internal expenses associated with your practice. Unless otherwise authorized in this guide or approved by the supervising attorney, charges for the following expenses are not allowable:

- Computer hardware and software
- Computerized legal research costs (e.g., Westlaw and Lexis)
- Meals except during out-of-town travel
- Mileage for local travel (30 miles or less each way)

- Parking fees and tolls
- Photocopies for internal use
- Postage
- Scanning or Bates-stamping documents
- Storing documents, including electronic storage
- Telephone calls (including conference calls) and facsimile transmissions, local or long distance)
- Costs of educating or training personnel
- Other overhead or internal expenses.

The following expenses are allowable by the Unified Government:

- Court filing fees
- Common carrier fees (UPS or FedEx)
- Courier fees, if pre-approved
- Court hearing or trial transcript costs, if pre-approved
- Deposition costs (non-video), including court reporter fees and cost of transcript (original, if applicable, and one copy)
- Deposition videographer costs, if pre-approved
- Expert and consultant fees, if pre-approved
- Mileage for non-local travel (one vehicle only per event)
- Overnight travel expenses, if pre-approved (see below)
- Photocopies at the rate of \$.10 per page needed to comply with court rules, for use in depositions or hearings, or for other non-internal use
- Subpoena expenses and witness fees
- Vendor fees, at actual cost, if pre-approved
- Other expenses, if pre-approved.

The Unified Government may require that the firm use vendors under contract with the Unified Government for these or other services or obtain bids before a vendor is selected.

All expenses must be itemized on the bill and supported by attached copies of receipts or other documents.

Invoices for expenses may be submitted to the Legal Department for payment directly to the provider of the goods or services.

E. Out-of-town travel

Authorization for overnight travel must be obtained in advance from the supervising attorney. Charges for air travel will be reimbursed at coach rate only. Unless authorized in advance, expenses incurred by more than one person for travel to an event are not subject to reimbursement. Reimbursement for expenses for lodging, meals, and transportation will be at the same rate available to Unified Government employees. No reimbursement will be made for purchases of alcoholic drinks or for personal expenses.

10. Litigation

The Unified Government Legal Department works closely with outside counsel to ensure the best possible outcome in litigation filed against the Unified Government, its officials and employees, and officials and employees of the BPU. We ask outside counsel to cooperate with us to provide excellent representation while using good judgment to avoid duplicative and unnecessary efforts and costs.

A. Supervising In-house Attorney

An in-house attorney will be assigned to each case to supervise the litigation. The supervising attorney has authority to direct the course of the litigation, giving due weight to the advice of outside counsel.

All significant decisions regarding a case must be discussed in advance with the supervising attorney, who in turn will apprise the chief counsel, or, at the chief counsel's choosing, the chief counsel directly.

The supervising attorney should be provided for review, in advance, drafts of significant documents such as answers, pretrial orders, dispositive motions, responses to dispositive motions, responses to motions to compel, and mediation statements. In preparing these documents, you should plan to provide a close-to-final draft to the supervising attorney for review at least 48 hours before the filing deadline.

You should routinely provide the supervising attorney with electronic copies of the following:

- Substantive court filings

- Correspondence with counsel for other parties
- Legal research memos and memos on witness interviews or factual investigations
- Written discovery served on the Unified Government or other parties you represent
- Written discovery responses by any party
- Significant documents produced by other parties during discovery
- Deposition transcripts and summaries.

We encourage in-house attorneys to take an active role in litigation assigned to them and to share in the work on the case to reduce costs. Therefore, you should work with the assigned supervising attorney to identify work that he or she can perform.

B. Staffing

We expect outside counsel to use good judgment in staffing our cases to provide an excellent defense without incurring unnecessary expense. We assume that authorized research, collating of documents, summarizing of testimony, and the like will be done by junior lawyers or paralegals. We expect that generally only one person will attend meetings, depositions, mediations, and court conferences and hearings, although we recognize that additional personnel may be needed for trials and major hearings. Attendance by more than one person requires prior approval by the supervising attorney.

C. Initial Report and Status Reports

Within 45 days after receiving a litigation assignment, outside counsel will provide the supervising attorney and the chief counsel with an initial report that contains the following information:

- Summary of the allegations in the complaint
- Summary of evidence gathered
- Potential factual issues of significance requiring further investigation
- Identification of key witnesses
- Key legal issues
- Preliminary evaluation of liability and damages
- Views on use of early dispute resolution.

The initial report also will contain a proposed litigation action plan that addresses the following:

- Specific objectives and strategies
- Discovery plan, including witnesses to be deposed
- Motions to be filed
- Anticipated discovery and motions by the opposing party
- Implementation of required litigation holds
- Expert witnesses needed or recommended
- Third-party litigation support needed or recommended and anticipated cost of the support
- Any other matters of significance.

Outside counsel will provide regular updates on the status of the case to the supervising attorney and the chief counsel. At a minimum, written status reports will be provided every 90 days (at the time of the March, June, September, and December billings). These reports will discuss significant developments in the case, update the information in the initial report, modify the litigation action plan if needed, list case activity anticipated in the next quarter, provide an updated evaluation of liability and damages, and make recommendations going forward (including recommendations, if any, regarding settlement or use of alternative dispute resolution). The report also should indicate whether the case is within budget, and, if within budget, is likely to remain so for the next quarter.

D. Settlement and Alternative Dispute Resolution

We will discuss with you the advisability of pursuing settlement or alternatives to traditional litigation to resolve the dispute. However, you should not undertake any discussions in this regard with opposing counsel or indirectly imply any interest in settlement without our prior approval. Any offer of settlement requires the express approval of the chief counsel.

Please note that under no circumstances can the Unified Government agree to designate a settlement agreement as confidential. All Unified Government settlement agreements are, by definition, public documents.

E. Discovery Requests

We need the maximum lead time to help you timely respond to discovery requests. Therefore, upon receiving discovery requests, you should promptly provide the supervising attorney with copies. You should advise the supervising attorney of your recommended

objections and responses. Gathering of information and documents should be coordinated with the supervising attorney.

F. Court Conferences and Hearings

Court conferences and hearings should be conducted by telephone or videoconferencing when possible, provided doing so would not be detrimental to the Unified Government's interests.

G. Consultants and Experts

Outside consultants and experts should not be retained without the approval of the supervising attorney.

H. Audit

Outside counsel bills are paid from public funds and are subject to audit, either by the Unified Government's in-house auditors or by outside auditors selected by the Unified Government. If an audit is done, no additional billings will be allowed for work related to the audit. No inference should be drawn from an audit that the honesty or integrity of outside legal counsel is being questioned.

11. Conclusion

We hope this guide clearly explains our expectations and contributes to our mutual goal of providing the Unified Government with high quality, cost effective legal services. Questions about these policies and procedures should be discussed with the chief counsel or the designated supervising attorney.