

**DRAFT**

**RESOLUTION 20xx-xxx**

**RESOLUTION AUTHORIZING GENERAL COUNSEL TO EXECUTE AMENDMENT AND ASSIGNMENT OF CONTINGENT LEGAL SERVICES AGREEMENT RELATED TO MONSANTO LITIGATION WITH JACKSON GILMOUR & DOBBS AND KELLEY DRYE & WARREN, AND AUTHORIZING GENERAL COUNSEL TO ENTER INTO A LEGAL SERVICES AGREEMENT WITH KELLEY DRYE & WARREN IN THE AMOUNT OF \$250,000**

**WHEREAS**, the San Diego Unified Port District (District) is a public corporation created by the legislature in 1962 pursuant to Harbors and Navigation Code Appendix 1, (Port Act); and

**WHEREAS**, the Office of the General Counsel is responsible for providing legal advice and representation to the Board of Port Commissioners, the CEO and executive team, as well as all departments of the District, including defending the District in litigation and administrative proceedings, as well as advising the District on transactions, policies and other matters; and

**WHEREAS**, in order to best advise and defend the District, in addition to the in-house attorneys, the Office of the General Counsel sometimes utilizes the services of outside law firms to provide legal services in specific areas of law and to supplement the services of the in-house resources; and

**WHEREAS**, Jackson Gilmour & Dobbs, PC (JGD) was retained in the District's litigation against Monsanto Company, Solutia, Inc. and Pharmacia Company (collectively, Monsanto) related to polychlorinated biphenyls (PCBs); and

**WHEREAS**, effective November 1, 2016, JGD combined its business with the law firm Kelly Drye & Warren LLP (KDW); and

**WHEREAS**, the Office of the General Counsel recommends the BPC authorize the General Counsel to execute an assignment and amendment of the agreement with JGD (Agreement) wherein KDW will replace JGD under the Agreement for all purposes; and

**WHEREAS**, the Office of the General Counsel also recommends the BPC authorize the General Counsel to enter into a legal services agreement with KDW in the amount of \$250,000, the details of which are protected by the

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attorney/client and work product privileges and are discussed in a separate confidential attorney-client privileged memoranda to the BPC.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Port Commissioners of the San Diego Unified Port District, as follows:

That the General Counsel is authorized to execute an amendment and assignment of contingent legal services agreement with Jackson Gilmour & Dobbs and Kelley Drye & Warren, and to enter into a legal services agreement with Kelley Drye & Warren in the amount of \$250,000.

APPROVED AS TO FORM AND LEGALITY:  
GENERAL COUNSEL

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By: Assistant/Deputy

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 8<sup>th</sup> day of August, 2017, by the following vote: