

**DRAFT**

**RESOLUTION 20xx-xxx**

**RESOLUTION AUTHORIZING THE GENERAL COUNSEL TO EXECUTE THE AGREEMENT FOR LEGAL SERVICES WITH ORRICK, HERRINGTON & SUTCLIFFE LLP WITH THE MAXIMUM AMOUNT OF \$466,400. FY 2019 EXPENDITURES ARE BUDGETED. FUNDS REQUIRED FOR FUTURE FISCAL YEARS WILL BE BUDGETED IN THE APPROPRIATE FISCAL YEAR, SUBJECT TO BOARD APPROVAL UPON ADOPTION OF EACH FISCAL YEAR'S BUDGET**

**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 Board of Port Commissioners (BPC) adopted BPC Policy No. 110 to establish a policy governing the processing and administration of service and consulting agreements; 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 procedures, 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**, the Office of the General Counsel recommends the BPC authorize the General Counsel to execute an agreement with Orrick, Herrington & Sutcliffe LLP with the maximum amount of \$466,400, the details regarding the specific matter for which this agreement is proposed are protected by the attorney/client and work product privileges.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Port Commissioners of the San Diego Unified Port District that the General Counsel is authorized to execute an Agreement for Legal Services with Orrick, Herrington & Sutcliffe LLP with a maximum amount of \$466,400.

20xx-xxx

APPROVED AS TO FORM AND LEGALITY:  
GENERAL COUNSEL

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By: Assistant/Senior/Deputy

PASSED AND ADOPTED by the Board of Port Commissioners of the  
San Diego Unified Port District, this 14<sup>th</sup> day of May 2019, by the following vote: