

DRAFT

RESOLUTION 20xx-xxx

RESOLUTION AUTHORIZING THE GENERAL COUNSEL TO EXECUTE AMENDMENT NO. 2 TO THE AGREEMENT FOR EXPERT LEGAL SERVICES WITH KLEINFELDER, INC. INCREASING THE MAXIMUM AMOUNT BY \$90,000 FROM \$275,000 TO \$365,000, AMENDMENT NO. 3 TO THE AGREEMENT FOR EXPERT LEGAL SERVICES WITH WINDWARD ENVIRONMENTAL, LLC. INCREASING THE MAXIMUM AMOUNT BY \$60,000 FROM \$330,000 TO \$390,000, AND AMENDMENT NO. 1 TO THE AGREEMENT FOR LEGAL SERVICES WITH COLANTUONO, HIGHSMITH & WHATLEY, P.C. INCREASING THE MAXIMUM AMOUNT BY \$120,000 FROM \$175,000 TO \$295,000. FY 2020 EXPENDITURES ARE BUDGETED.

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 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 and experts to provide legal and consultant 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 amendment to the expert legal services agreement with Kleinfelder, Inc. adding \$90,000 to the current not-to-exceed amount of \$275,000 for a new total of \$365,000, an amendment to the expert legal services agreement with Windward Environmental, LLC, increasing the maximum amount by \$60,000 from \$330,000 to \$390,000, and an amendment to the outside counsel agreement with Colantuono, Highsmith & Whatley, P.C. adding \$120,000 to the current not-to-exceed amount of \$175,000 for a new total of \$295,000; and

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WHEREAS, details regarding the specific matters for which these amendments are proposed are protected by the attorney/client and work product privileges and are discussed in separate confidential attorney-client privileged memoranda to the Board.

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 amendment to the expert legal services agreement with Kleinfelder, Inc. adding \$90,000 to the current not-to-exceed amount of \$275,000 for a new total of \$365,000, an amendment to the expert legal services agreement with Windward Environmental, LLC, increasing the maximum amount by \$60,000 from \$330,000 to \$390,000, and an amendment to the outside counsel agreement with Colantuono, Highsmith & Whatley, P.C. adding \$120,000 to the current not-to-exceed amount of \$175,000 for a new total of \$295,000.

APPROVED AS TO FORM AND LEGALITY:
GENERAL COUNSEL

By: Assistant/Senior/Deputy

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 11th day of February 2020, by the following vote: