



Legislation Text

File #: 2021-0233, **Version:** 1

DATE: June 15, 2021

SUBJECT:

RESOLUTION AUTHORIZING THE GENERAL COUNSEL TO EXECUTE AMENDMENT NO. 4 TO THE AGREEMENT FOR LEGAL SERVICES WITH ORRICK, HERRINGTON & SUTCLIFFE LLP INCREASING THE MAXIMUM AMOUNT BY \$715,000 FROM \$1,255,850 to \$1,970,850; FY 2021 EXPENDITURES ARE BUDGETED; FY 2022 EXPENDITURES ARE INCLUDED IN THE PROPOSED FY 2022 FINAL BUDGET.

EXECUTIVE SUMMARY:

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. 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. This agenda seeks Board authorization for the General Counsel to execute an amendment to an agreement for legal services. Details regarding the specific matter for which this amendment is proposed are protected by the attorney/client and work product privileges and are discussed in a separate confidential attorney-client privileged memorandum to the Board.

RECOMMENDATION:

Adopt a resolution authorizing the General Counsel to execute Amendment No. 4 to the Agreement for Legal Services with Orrick, Herrington & Sutcliffe LLP adding \$715,000 to the current not-to-exceed amount of \$1,255,850 for a new total of \$1,970,850.

FISCAL IMPACT:

This amendment authorizes expenditure of funds not-to-exceed \$715,000. Funds for this amendment are available in the current FY 2020-2021 budget for the Office of the General Counsel and the proposed Final FY 2021-2022 Budget for the Office of the General Counsel.

COMPASS STRATEGIC GOALS:

This agenda item supports the following Strategic Goal(s).

- A Port that the public understands and trusts.
- A thriving and modern maritime seaport.
- A vibrant waterfront destination where residents and visitors converge.
- A Port with a healthy and sustainable bay and its environment.
- A Port with a comprehensive vision for Port land and water uses integrated to regional plans.
- A Port that is a safe place to visit, work and play.
- A financially sustainable Port that drives job creation and regional economic vitality.

DISCUSSION:

This agenda seeks Board authorization for the General Counsel to execute Amendment No. 4 to the Agreement for Legal Services with Orrick, Herrington & Sutcliffe LLP adding \$715,000 to the current not-to-exceed amount of \$1,255,850 for a new total of \$1,970,850.

Details regarding the specific matter for which this amendment is proposed are protected by the attorney/client and work product privileges and are discussed in a separate confidential attorney-client privileged memorandum to the Board.

General Counsel's Comments:

The Office of the General Counsel drafted, reviewed and approved this agenda and the proposed amendment as to form and legality.

Environmental Review:

The proposed Board action, including without limitation, a resolution authorizing an amendment for legal services, does not constitute a "project" under the definition set forth in California Environmental Quality Act (CEQA) Guidelines Section 15378 because it would not have the potential to result in a direct or indirect physical change in the environment and is, therefore, not subject to CEQA. No further action under CEQA is required.

The proposed Board action complies with Sections 21 and 81 of the Port Act, which allow for the Board to pass ordinances and resolutions, and use District funds for expenses of conducting the District. The Port Act was enacted by the California Legislature and is consistent with the Public Trust Doctrine. Consequently, the proposed Board action is consistent with the Public Trust Doctrine.

The proposed Board action does not allow for "development," as defined in Section 30106 of the California Coastal Act, or "new development," pursuant to Section 1.a. of the District's Coastal Development Permit Regulations. Therefore, issuance of a Coastal Development Permit or exclusion is not required.

Diversity, Equity, and Inclusion Program:

Not applicable.

PREPARED BY:

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