

HARBOR DIVISION

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DATE: AUGUST 15, 2018

FROM: OFFICE OF THE CITY ATTORNEY

SUBJECT: RESOLUTION NO. _____ - PROFESSIONAL SERVICES AGREEMENT BETWEEN THE CITY OF LOS ANGELES HARBOR DEPARTMENT AND WEST PUBLISHING CORPORATION.

SUMMARY:

The Office of the City Attorney (Office) requests that the Board of Harbor Commissioners (Board) approve a professional services agreement (Agreement) between the City of Los Angeles Harbor Department (Harbor Department) and West Publishing Corporation (Westlaw) for computer assisted legal research services. The Agreement is for a term of three (3) years for an amount not to exceed \$103,848. The Harbor Department is financially responsible for payment for legal research services rendered under the proposed Agreement.

RECOMMENDATION:

It is recommended that the Board of Harbor Commissioners:

1. Find that the Director of Environmental Management has determined that the proposed action is administratively exempt from the requirements of the California Environmental Quality Act (CEQA) under Article II, Section 2(f), of the Los Angeles City CEQA Guidelines;

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SUBJECT: PROFESSIONAL SERVICES AGREEMENT WITH WEST PUBLISHING CORPORATION

2. Approve a Professional Services Agreement with West Publishing Corporation in the amount of \$103,848 for a total Agreement term not to exceed three (3) years;
3. Authorize the Executive Director and Board Secretary to execute and attest to the Agreement; and
4. Adopt Resolution No. _____.

DISCUSSION:

Background – The Office has determined that it requires consultant services for computer assisted legal research. The Office previously had agreements for legal research services with LEXISNEXIS. The agreement was for a term of three years with a maximum amount of \$106,920. The prior agreement with LEXISNEXIS expires on October 31, 2018.

Need For Legal Research Services And Scope Of Work - In representing the Harbor Department in litigation and administrative proceedings and providing legal advice in transactions, compliance and other legal matters, the Office of the City Attorney often requires the use of electronic on-line computer assisted legal research services that range from search and retrieval of statutes, codes and court cases, electronic citation checking services, as well as access to various state and federal court dockets and file services and public records. The services are critical to the Office of the City Attorney in order to access the most accurate and recent legal authorities for use in providing legal advice and handling litigation and other legal proceedings.

Competitive Selection Process – The Office of the City Attorney released a Request For Proposals (RFP) document on April 23, 2018. The RFP solicited proposals from qualified vendors to assist the Office of the City Attorney in providing a computer assisted legal research system including a search engine designated for law, internet access to a legal library (collection of state and federal case law, statutes, regulations, court rules and administrative materials), as well as associated databases, archives and public records. Specific practice areas required by the Harbor Department include Labor & Employment, Environmental, Intellectual Property, Litigation, Maritime Law, and Real Estate. Additional needs include litigation content such as information on active and inactive civil and criminal cases filed in state courts, the U.S. Supreme Court, Court of Appeals, district courts and bankruptcy courts. A platform for public records searches for litigation or due diligence for business transactions is also desired. Other additional information services include citation services, services to summarize the points of law within a case, annotated statutes, administrative materials, proposed and enacted legislation, and proposed and adopted regulations.

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The Harbor Department received proposals from three (3) firms. The proposals were evaluated by a three member review committee (Committee) consisting of Christopher Bobo, Assistant City Attorney, Heather McCloskey, Deputy City Attorney and Estelle Braaf, Deputy City Attorney. The Committee reviewed and rated the three written applications. The evaluation criteria included demonstrated expertise, relevant experience and proposed rates and fees. Based on the review process, the Office determined that Westlaw was the most useful database, experienced guidance and responsive searches. In addition to providing comprehensive availability of online resources with exclusive widely used national content and California content (the Rutter Group Practice Guides), the longer-term impact of a Westlaw subscription may include a reduction in the acquisition of printed books, manuals and subscriptions.

FIRM	Rank Score
West Publishing Corp.	1
Bidder 2	2
Bidder 3	3

Proposed Agreement Terms - The Agreement terms are as follows:

Term: From October 1, 2018 for a total Agreement term not to exceed three (3) years

Contract Authority: Maximum amount not to exceed \$103,848

Scope of Work: Computer assisted legal research services for Harbor Department

Standard City Agreement Provisions with Modifications: Four sections of the Standard City Agreement were modified.

- Section III (B) (2): Right to terminate the agreement on ten days' notice was modified. Absent a statutory requirement Westlaw could not agree to terminate for convenience. Westlaw bases its pricing on a multi-year agreement, and a termination for convenience essentially makes the agreement a month-to-month agreement. Westlaw allows customers to terminate for material breach. Section III (B) (2) was modified to allow termination for material breach.
- Section IX: Indemnification for ordinary negligence, errors or omissions. In order to provide competitive pricing, Westlaw usually limits its assumption of risk to gross negligence or willful misconduct. However, in this case, Westlaw will agree to indemnify for ordinary or regular negligence, but could not agree to indemnify for errors and omissions. Section X was modified to insert the words "ordinary, regular or grossly negligent acts" but deleted errors and omissions.

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- Section XI: Termination provision was modified to include a 30–day right to cure before termination.
- Section XIX: The Proprietary Information section was deleted as no proprietary information will be provided to Westlaw nor will any patentable work product be produced under this Agreement.

ENVIRONMENTAL ASSESSMENT:

The proposed action is the approval of a professional services agreement with West Publishing Corporation for computer assisted legal research services, which is an administrative activity. Therefore, the Director of Environmental Management has determined that the proposed action is administratively exempt from the requirements of CEQA in accordance with Article II Section 2(f) of the Los Angeles City CEQA Guidelines.

FINANCIAL IMPACT:

The proposed action is for the approval of an Agreement for legal research services for a total term not to exceed three (3) years. The proposed maximum compensation authority is \$103,848. The Harbor Department is financially responsible for payment for services rendered under the proposed Agreement. Funding in the amount of \$39,800 was included in the Fiscal Year 2018-19 Adopted Budget, and these funds are available within the Harbor Department City Attorney’s Office Account No. 54110, Division No. 120 and Program No. 000.

The schedule of compensation by fiscal year is as follows:

Firm	FY 18/19	FY 19/20	FY 20/21	FY 21/22	TOTAL
West Publishing Corporation	\$25,704	\$34,529	\$34,875	\$8,740	\$103,848

A funding out clause is included in the Agreement. This clause stipulates that if, in any subsequent fiscal year, funds are not appropriated by the City for the services required by the Agreement, then the Agreement shall be terminated. However, the termination would not relieve the parties of liability for any obligation previously incurred.

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CITY ATTORNEY:

The Office of the City Attorney has prepared and approved the proposed Agreement as to form and legality.

TRANSMITTALS:

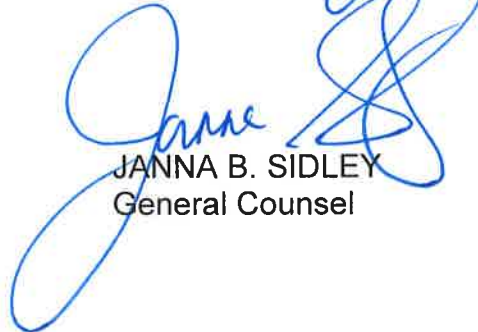
1. Professional Services Agreement with West Publishing Corporation

FIS Approval: 

CA Approval: 




CHRISTOPHER B. BOBO
Assistant City Attorney



JANNA B. SIDLEY
General Counsel

APPROVED:

By 
EUGENE D. SEROKA
Executive Director

Author: CBB/ksh
Board Meeting: September 6, 2018