

HARBOR DIVISION

425 S. PALOS VERDES ST.

P.O. BOX 151

SAN PEDRO, CA 90733-0151

FACSIMILE

(310) 831-9778

(310) 732-3750



OFFICE OF THE CITY ATTORNEY
HYDEE FELDSTEIN SOTO
CITY ATTORNEY

STEVEN Y. OTERA
GENERAL COUNSEL

ESTELLE M. BRAAF
CARL CHEA
DEBORAH DORNY
JOHN T. DRISCOLL
JUSTIN HOUTERMAN
JANET KARKANEN
HEATHER M. MCCLOSKEY
JENNIFER L. MEEKER
MINAH PARK
HELEN J. SOK

DATE: MAY 7, 2026

FROM: OFFICE OF THE CITY ATTORNEY

SUBJECT: RESOLUTION NO. _____ APPROVAL OF A CONFLICT WAIVER TO WAIVE ANY POTENTIAL CONFLICT RELATED TO KAPLAN KIRSCH LLP'S REPRESENTATION OF THE CITY AND LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AGENCY

SUMMARY:

The Office of the City Attorney (Office) requests approval of a proposed written conflict waiver (Conflict Waiver) related to a potential conflict-of-interest with the law firm Kaplan Kirsch LLP (Kaplan Kirsch) which will allow Kaplan Kirsch to advise the City of Los Angeles Harbor Department (Harbor Department) on matters concerning railroad law and represent the Harbor Department in rail matters before the Surface Transportation Board (STB) in Washington D.C., while continuing to represent the Los Angeles County Metropolitan Transportation Agency (LACMTA) in connection with the real property transfer, operations and maintenance agreements necessary to advance the Southeast Gateway Line project. Approval of the proposed waiver is not anticipated to have a financial impact on the Harbor Department.

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RECOMMENDATION:

It is recommended that the Board of Harbor Commissioners (Board):

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;
2. Approve a Conflict Waiver to formally waive any potential conflicts that might arise from Kaplan Kirsch's advice and representation of the Harbor Department in rail matters including before the STB in Washington D.C., and its continuing representation of LACMTA in connection with the real property transfer, operations and maintenance agreements necessary to advance the Southeast Gateway Line project;
3. Authorize the Executive Director to execute the Conflict Waiver; and
4. Adopt this Resolution No. _____.

DISCUSSION:

Kaplan Kirsch Representation Requested by Harbor Department – The Harbor Department has the need for an expert in rail law and with experience in handling rail matters before the STB in Washington D.C., including but not limited to, seeking authorization pertaining to train control/dispatch and abandonment or exemptions for rail lines on property owned by the Harbor Department; drafting/reviewing contracts/operating agreements concerning rail lines in the Port of Los Angeles and handling the required STB filings related thereto; and conducting research and providing other advice as needed with respect to rail law as applied to the rail lines and easements in the Port of Los Angeles.

Kaplan Kirsch represents the City of Los Angeles Department of Water and Power (LADWP) in various environmental law matters, including under the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), the National Environmental Policy Act (NEPA), the California Environmental Quality Act (CEQA), the Clean Water Act (CWA), the Porter-Cologne Act, and the Safe Drinking Water Act (SDWA).

Kaplan Kirsch's LACMTA Matter – Kaplan Kirsch advises LACMTA in connection with the real property transfer, operations, and maintenance agreements necessary to advance the Southeast Gateway Line project. This project will construct a new light rail transit line

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that will connect southeast Los Angeles County to downtown Los Angeles. The project requires the construction of 14.5 miles of new light rail, nine new stations, five parking facilities, and a new maintenance facility to support operations. The Southeast Gateway Line will share right of way with Union Pacific's existing Wilmington, San Pedro, and La Habra Subdivision corridors, the Port of Los Angeles, and Caltrans. The project may also require LACMTA to purchase some property from Union Pacific and the Ports of Los Angeles and Long Beach.

Request for Waiver of Potential Conflict – With respect to the requested representation of the Harbor Department in railroad matters by Kaplan Kirsch, and its continuing representation of LACMTA in connection with the Southeast Gateway Line project, it is requested that the Board approve a written conflict waiver of the potential conflict of interest under the following conditions:

1. Kaplan Kirsch will establish an ethical wall where Kaplan Kirsch attorneys representing the Harbor Department would be walled off from the Southeast Gateway Line team, files, and information; and Kaplan Kirsch attorneys representing LACMTA would be walled off from the Harbor Department rail matters, including its team, files, and information.

The Office has reviewed the requested Conflict Waiver (Transmittal 1) and recommends its approval by the Board. The proposed rail matters in which Kaplan Kirsch would represent the Harbor Department and Kaplan Kirsch's representation of LACMTA in connection with the Southeast Gateway Line project are unrelated and will be handled by different attorneys within the firm. In addition, the Harbor Department's confidential information will be protected from and not transmitted to LACMTA or the firm's lawyers who are involved in the representation of LACMTA.

ENVIRONMENTAL ASSESSMENT:

The proposed action is the approval of a proposed Conflict Waiver to waive any potential conflict that might arise from Kaplan Kirsch's advice and representation of the Harbor Department in rail matters including before the STB in Washington D.C., and its continuing representation of LACMTA in connection with the real property transfer, operations, and maintenance agreements necessary to advance the Southeast Gateway Line project, 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.

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FINANCIAL IMPACT:

The proposed action is for the approval of a Conflict Waiver to waive any conflict that might arise from Kaplan Kirsch's advice and representation of the Harbor Department in rail matters including before the STB in Washington D.C., and its continuing representation of LACMTA in connection with the real property transfer, operations, and maintenance agreements necessary to advance the Southeast Gateway Line project. Approval of the proposed resolution will not have a financial impact on the Harbor Department.

CITY ATTORNEY:

The Office has reviewed the Conflict Waiver and approved it as to form and legality.

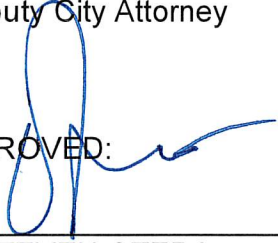
TRANSMITTAL:

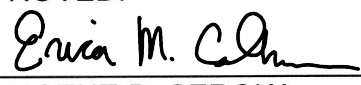
1. Conflict Waiver

FIS Approval: JS
CA Approval: SO



JENNIFER L. MEEKER
Deputy City Attorney

APPROVED: 
By _____
STEVEN OTERA
General Counsel, Harbor Department

APPROVED:
By _____
EUGENE D. SEROKA
Executive Director