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**DATE: OCTOBER 26, 2023**

**FROM: OFFICE OF THE CITY ATTORNEY**

**SUBJECT: RESOLUTION NO. \_\_\_\_\_ - FIRST AMENDMENT TO LEGAL SERVICES AGREEMENT NO. 21-9809 WITH THOMPSON COBURN LLP FOR FEDERAL CLEAN AIR ACT MATTERS**

**SUMMARY:**

The Office of the City Attorney (Office) requests approval of the First Amendment to Agreement No. 21-9809 (First Amendment) between the City of Los Angeles Harbor Department (Harbor Department) and Thompson Coburn LLP (Thompson). The proposed First Amendment will increase the Agreement authority by \$100,000, from \$225,000 currently, to \$325,000 as proposed. The three-year Agreement term will remain unchanged; the Agreement will expire on June 25, 2024. Under Agreement No. 21-9809, Thompson performs legal services to assist the Office in its advice to the Harbor Department on Federal Clean Air Act (FCAA) legal matters. The Harbor Department will continue to be financially responsible for payment of expenses incurred under the Agreement.

**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;

DATE: OCTOBER 26, 2023

PAGE 2 OF 4

SUBJECT: FIRST AMENDMENT TO LEGAL SERVICES AGREEMENT NO. 21-9809  
WITH THOMPSON COBURN LLP

2. Find in accordance to Charter Section 1022 that the scope of work of the proposed Agreement can be more economically and feasibly provided by an independent contractor than by City employees;
3. Approve the First Amendment to Legal Services Agreement No. 21-9809 with Thompson Coburn LLP, to increase the compensation authority by \$100,000 for a maximum compensation authority of \$325,000;
4. Authorize the Executive Director and Board Secretary to execute and attest to the First Amendment; and
5. Adopt Resolution No. \_\_\_\_\_.

**DISCUSSION:**

Background – Following a competitive Request for Proposals process, Thompson was awarded a three-year agreement, Agreement No. 21-9809 (Transmittal 1), to provide legal services for FCAA matters. Agreement No. 21-9809 commenced on June 26, 2021 for a three-year term with a maximum compensation not to exceed \$225,000. The initial \$225,000 budget was based on a projection for legal services for San Pedro Bay Ports Clean Air Action Plan (CAAP) and FCAA legal matters for the Harbor Department. The anticipated legal services included advice for FCAA regulatory rulemaking matters and litigation.

Through June 30, 2023, \$129,509 has been spent under the original Agreement authority of \$225,000. Staff estimates that the remaining balance of \$95,491 will be insufficient to allow Thompson to continue advising the Office with respect to the South Coast Air Quality Management District (SCAQMD) Indirect Source Rules.

First Amendment – The Office requests that the Board approve the proposed First Amendment to increase the compensation authority by \$100,000 to \$325,000. The amount of increased authority sought by this amendment is for legal services with respect to the SCAQMD Port Indirect Source Rule proposed to be published in the 4<sup>th</sup> quarter of 2023, for 2024 SCAQMD Board adoption. Approval of this amendment will allow Thompson to continue to provide services to the Office of the City Attorney and the Harbor Department on an uninterrupted basis during the rulemaking period.

DATE: OCTOBER 26, 2023

PAGE 3 OF 4

SUBJECT: FIRST AMENDMENT TO LEGAL SERVICES AGREEMENT NO. 21-9809  
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**ENVIRONMENTAL ASSESSMENT:**

The proposed action is the approval of a First Amendment to Agreement No. 21-9809 to increase the compensation authority for ongoing legal services for FCAA matters, 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:**

Approval of the proposed Amendment would increase compensation authority under Agreement No. 21-9809 by \$100,000, from \$225,000 currently to \$325,000, as proposed. To date, \$129,509 in spending has been incurred under the Agreement and a balance of \$95,491 will be spent by December 30, 2023. If the proposed Amendment is approved, then spending is anticipated to occur as follows:

FY 21-22	\$114,989
FY 22-23	\$ 14,520
<u>FY 23-24</u>	<u>\$195,491</u>
	\$325,000

FY 2024 funding in the amount of \$195,491 is available within Account No. 54410 (Legal Fees & Services), Center 0120, Program 000. Funding for future years will be requested as part of the annual budget adoption process, subject to Board approval. A funding out clause is included in the Agreement.

DATE: OCTOBER 26, 2023

PAGE 4 OF 4

SUBJECT: FIRST AMENDMENT TO LEGAL SERVICES AGREEMENT NO. 21-9809  
WITH THOMPSON COBURN LLP

**CITY ATTORNEY:**

The Office of the City Attorney has reviewed and approved the proposed First Amendment as to form and legality.

**TRANSMITTALS:**

1. Agreement No. 21-9809 with Thompson Coburn LLP
2. First Amendment to Agreement No. 21-9809

FIS Approval: MB

CA Approval: JMC



JOY M. CROSE  
Assistant City Attorney

APPROVED:

By J.M. Crose for  
STEVEN OTERA  
General Counsel, Harbor Department

APPROVED:

By Marla Bleavins  
EUGENE D. SEROKA  
Executive Director

Author: Joy M. Crose  
Board Meeting: December 7, 2023