

HARBOR DIVISION

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**DATE: AUGUST 15, 2022**

**FROM: OFFICE OF THE CITY ATTORNEY**

**SUBJECT: RESOLUTION NO. \_\_\_\_\_ - SECOND AMENDMENT TO LEGAL SERVICES AGREEMENT NO. 19-3690 WITH KUTAK ROCK LLP FOR BOND COUNSEL MATTERS**

**SUMMARY:**

The Office of the City Attorney (Office) at the City of Los Angeles Harbor Department (Harbor) requests approval of a Second Amendment to Agreement No. 19-3690 (Second Amendment) between the Harbor and Kutak Rock LLP (Kutak). The proposed Second Amendment extends the term of the Agreement by six months from 36 months to 42 months with no change in the compensation authority. The Office is conducting a competitive selection process for Bond Counsel which will not be completed prior to the expiration of the current Bond Counsel agreements on September 18, 2022. The additional six months requested for the Agreement with Kutak will cover the time between the Agreement's expiration date and the execution of new bond counsel contracts. The Harbor Department is financially responsible for payment for legal services rendered under the Second Amendment.

**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

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Environmental Quality Act (CEQA) under Article II Section 2(f) of the Los Angeles City CEQA Guidelines;

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 Second Amendment to Legal Services Agreement No. 19-3690 with Kutak Rock LLP, to extend the term of the agreement by six months;
4. Authorize the Executive Director and Board Secretary to execute and attest to the Second Amendment; and
5. Adopt Resolution No. \_\_\_\_\_.

**DISCUSSION:**

Background – In accordance with Charter Section 275, the Office has determined that it requires outside legal counsel to assist in the discharge of its duties to perform legal services in connection with bond counsel matters. Following a competitive Request for Proposals process in 2019, Kutak, Hawkins Delafield and Wood, and Nixon Peabody were awarded three-year agreements to provide legal services for bond counsel matters (Transmittal 1). The initial compensation authority for all three agreements was \$60,000 per firm with an expiration date of September 18, 2022.

First Amendment – On January 13, 2022, the Office requested and the Board approved a First Amendment to Agreement No. 19-3690 with Kutak (Transmittal 2). The First Amendment increased compensation authority by \$20,000 from \$60,000 to \$80,000 with no change in term. The additional authority was necessary for Kutak to assist with the Harbor Department's disclosure obligations related to Alameda Corridor Transportation Authority finance transactions.

Proposed Second Amendment – The proposed Second Amendment (Transmittal 3) will ensure that the Harbor Department will not have a gap in service between the expiration of the current agreements and completion of the RFP process. The amendment is requested with Kutak so that the firm can assist the Harbor Department with its annual continuing disclosure report, which is prepared during the last three months of every year. Kutak has assisted the Harbor Department with these disclosure reports in prior years. The firm will also be able to provide any on-call services that may arise while completion of the RFP process is pending. The proposed Second Amendment extends the term of the Agreement for an additional six months to March 18, 2023. There is no increase in

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compensation. The remaining contract authority of \$54,877 will be sufficient to fund any additional legal services required by the Harbor Department.

**ENVIRONMENTAL ASSESSMENT:**

The proposed action is the approval of a Second Amendment to Agreement No. 19-3690 to extend the term for ongoing legal services for bond counsel 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:**

The proposed action is approval of a Second Amendment to Agreement No. 19-3690 to extend the term by six months with no change in compensation authority. While the Harbor Department will continue to be financially responsible for payment of legal services rendered under the proposed Second Amendment, the extension of the term will not increase the scope of the Harbor Department's financial responsibilities.

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**CITY ATTORNEY:**

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

**TRANSMITTALS:**

1. Agreement No. 19-3690 with Kutak Rock LLP
2. First Amendment to Agreement No. 19-3690
3. Proposed Second Amendment to Agreement No. 19-3690

FIS Approval: MB

CA Approval: SO

*Heather M. McCloskey*  
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Deputy City Attorney

APPROVED:

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General Counsel, Harbor Department

APPROVED:

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EUGENE D. SEROKA  
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Author: Heather McCloskey  
Board Meeting: September 8, 2022