

HARBOR DIVISION

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DATE: FEBRUARY 26, 2024

FROM: OFFICE OF THE CITY ATTORNEY

SUBJECT: RESOLUTION NO. _____ - SECOND 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 Second Amendment to Agreement No. 21-9809 (Second Amendment) between the City of Los Angeles Harbor Department (Harbor Department) and Thompson Coburn LLP (Thompson). The proposed Second Amendment extends the Agreement term by three years to June 27, 2027, and increases the maximum compensation authority by \$225,000 for a total maximum compensation of \$550,000. Under Agreement No. 21-9809, Thompson performs legal services to assist our Office in advising the Harbor Department on Federal Clean Air Act Air Agency regulation and litigation. The Harbor Department is financially responsible for payment for legal services rendered under Agreement No. 21-9809.

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: FEBRUARY 26, 2024

PAGE 2 OF 4

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

2. Find in accordance with Charter Section 1022 that the scope of work of the proposed Agreement can be more economically or feasibly provided by an independent contractor than by City employees;
3. Approve the Second Amendment to Legal Services Agreement No. 21-9809 with Thompson Coburn LLP, to extend the term by three years to June 27, 2027, and increase the compensation authority by \$225,000 for a maximum compensation authority of \$550,000;
4. Authorize and Direct the Board Secretary to forward the Second Amendment to the Los Angeles City Council for its approval pursuant to Section 373 of the Los Angeles City Charter and Section 10.5 of the Los Angeles City Administrative Code;
5. Authorize the Executive Director to execute and the Board Secretary to attest to the Second Amendment; and
6. 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 Federal Clean Air Act matters. Agreement No. 21-9809 commenced on June 30, 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 Federal Clean Air Act (FCAA) legal matters for the Harbor Department. The anticipated legal services included advice for Federal Clean Air Act regulatory rulemaking matters and litigation.

The Agreement expires on June 27, 2024. To date, \$142,769 has been spent, and the remaining authority is \$182,231, per the First Amendment compensation summarized below. The term extension and additional funding will allow Thompson to continue such legal services including with respect to the South Coast Air Quality Management District (SCAQMD) Indirect Source Rules.

First Amendment – On November 29, 2023, the Board approved the First Amendment (Transmittal 2) to increase the compensation authority by \$100,000 to \$325,000. The increase supported legal services with respect to the SCAQMD Port Indirect Source Rule (Port ISR).

DATE: FEBRUARY 26, 2024

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

Proposed Second Amendment – The Office requests that the Board approve the proposed Second Amendment to extend the term by three years to June 27, 2027, and increase the compensation authority by \$225,000 to \$550,000. The amount of increased authority sought by this amendment is for continued legal services with respect to the SCAQMD Port ISR. Continuing services are required due to a delay in the SCAQMD’s Port ISR rulemaking and the associated delay of SCAQMD Board adoption, currently estimated to be in Q4 of 2024. Approval of this amendment will allow Thompson to continue to provide services to the Office and the Harbor Department on an uninterrupted basis during the Port ISR rulemaking and implementation periods. Pursuant to Section 373 of the Los Angeles City Charter and Section 10.5 of the Los Angeles Administrative Code the Second Amendment requires approval by City Council.

ENVIRONMENTAL ASSESSMENT:

The proposed action is the approval of a Second Amendment to Agreement No. 21-9809 to extend the term and increase the compensation authority for ongoing legal services for Clean Air Act 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 the approval of a Second Amendment to extend the term of and increase the compensation authority under Agreement no. 21-9809. If approved, spending under the amended Agreement is anticipated to occur as follows:

Fiscal Year	\$ Amount
FY 2021-22	\$114,989
FY 2022-23	\$14,520
FY 2023-24	\$100,000
FY 2024-25	\$125,000
FY 2025-26	\$100,000
FY 2026-27	\$95,491
Total	\$550,000

Fiscal Year (FY) 2023-24 funding in the amount of \$100,000 is available, and FY 2024-25 funding in the amount of \$125,000 has been requested to be budgeted within Center 0120, Account 54410 (Legal Fees & Services), Program 000. Funding for future years, if necessary, 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: FEBRUARY 26, 2024

PAGE 4 OF 4

SUBJECT: SECOND 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 Second Amendment as to form and legality.

TRANSMITTALS:

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