

**STAFF REPORT FOR CALENDAR ITEM NO.: 13**  
**FOR THE MEETING OF: October 8, 2015**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Authorize the Executive Director to amend the Professional Services Agreement with Thompson Coburn LLP to provide counsel related to federal grants, loans, requirements and legislation for an additional three years, consistent with the option to extend, with no change in maximum compensation.

**SUMMARY:**

The TJPA relies on specialized legal services to assist with federal grants, loans, requirements and legislation. Thompson Coburn LLP (Thompson Coburn) has been providing such services to the TJPA since 2006. The current agreement was the result of a 2010 competitive procurement process for legal services, which the San Francisco City Attorney's office participated in (both a Deputy City Attorney and AC Transit's General Counsel at the time were on the selection committee). That Request for Proposals noted that the TJPA's Legal Counsel is the City Attorney and that the outside counsel would be working with the City Attorney on a variety of issues. TJPA engaged Shute, Mihaly & Weinberger to provide General Counsel services and also implemented the selection committee's recommendation to negotiate a legal services agreement with Thompson Coburn to provide specialized legal services related to federal grants, loans, requirements and legislation.

The scope of work for Thompson Coburn includes advising TJPA on the following:

- regulatory and administrative issues with the U.S. Department of Transportation, including federal procurement regulations; TIFIA requirements; Buy America requirements; and grant agreements
- federal civil rights requirements, including the Federal Transit Administration's Disadvantaged Business Enterprise regulations
- federal legislation and case law affecting the TJPA

The maximum compensation under the agreement is \$1,000,000, of which only 57 percent has been billed thus far. Work is authorized through written Requests for Services (RFS); to-date \$600,000 has been authorized via RFS. Hourly rates have remained the same, with no increases over the life of the agreement. The agreement's five year term began November 1, 2010 and runs through October 31, 2015. The agreement includes an option to extend the term for three additional years. TJPA staff recommends exercising the option to extend the agreement for three years at this time.

**RECOMMENDATION:**

Authorize the Executive Director to amend the Professional Services Agreement with the law firm of Thompson Coburn LLP to provide legal counsel related to federal grants, loans, requirements and legislation for an additional three years, option to extend the term for an additional three years, with no change in maximum compensation.

**ENCLOSURES:**

1. Resolution
2. Agreement

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

Resolution No. \_\_\_\_\_

WHEREAS, The Transbay Joint Powers Authority (TJPA) is ultimately responsible for the Transbay Program, including the Transbay Transit Center and associated facilities, the Caltrain Downtown Rail extension, associated land acquisition, and for assisting the successor entity to the San Francisco Redevelopment Agency with the Transbay Redevelopment Plan, and requires legal services to fulfill this responsibility; and

WHEREAS, On June 11, 2010, the TJPA issued a Request for Proposals for Legal Services to provide a broad range of general and specialized legal advice and representation; and

WHEREAS, The TJPA received nine responses to the RFP that met the minimum requirements, and the proposal of Thompson Coburn, LLP, was one of the highest-ranked respondents by the selection committee for their expertise in specialized legal services related to federal grants, loans, requirements and legislation; and

WHEREAS, The TJPA negotiated an agreement with Thompson Coburn to provide specialized legal services related to federal grants, procurement and other matters, for an initial term of five years, with an option to extend the agreement for three years, and maximum compensation not to exceed \$1,000,000; and

WHEREAS, On November 1, 2010 in Resolution No. 10-049, the TJPA Board of Directors authorized the Executive Director to execute a Professional Services Agreement for Legal Services with the law firm of Thompson Coburn, LLP, for five years, with an option to extend the term for an additional three years, at a cost not to exceed \$1,000,000; now, therefore, be it

RESOLVED, That the TJPA Board of Directors authorizes the Executive Director to amend the Legal Services Agreements with the law firm of Thompson Coburn, LLP, for an additional three years, with no change in maximum compensation; and be it further

RESOLVED, That TJPA staff will continue to utilize legal services in the most cost-effective and cost conscientious manner possible, and return to the TJPA Board should any further budget authorizations be required.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of October 8, 2015.

\_\_\_\_\_  
Secretary, Transbay Joint Powers Authority

**Amendment No. 01**  
**Professional Services Agreement between**  
**the Transbay Joint Powers Authority and**  
**Thompson Coburn LLP**

THIS Amendment No. 1 to the Professional Services Agreement for legal services dated November 1, 2010, (“Agreement”) is entered into as of the 8<sup>th</sup> day of October, 2015 in San Francisco, California, by and between **Thompson Coburn LLP** (“Contractor”), and the **Transbay Joint Powers Authority** (“TJPA”).

The TJPA and Contractor desire to extend the term of the Agreement without changing the scope, price, or deliverables under the Agreement. The TJPA and Contractor agree to amend Section 2 of the Agreement in its entirety to read as follows:

**2. Term of the Agreement.**

Subject to Section 1, the term of this Agreement shall be for eight years from the Effective Date of the Agreement, as described in Section 3 below.

All other provisions of the Agreement shall remain in full force and effect. In particular, there shall be no change to the maximum compensation described in Section 5 of the Agreement.

**TRANSBAY JOINT POWERS  
AUTHORITY**

**CONTRACTOR  
Thompson Coburn LLP**

\_\_\_\_\_  
Maria Ayerdi-Kaplan  
Executive Director

\_\_\_\_\_  
Signature

Transbay Joint Powers Authority  
Board of Directors  
Resolution No. \_\_\_\_\_  
Adopted: \_\_\_\_\_  
Attest:

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Tax Identification Number

\_\_\_\_\_  
Secretary, TJPA Board

APPROVED AS TO FORM:

\_\_\_\_\_  
TJPA Legal Counsel