



Amendment to Contract for Legal Services

Receive and File

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Attachments: No

Approved by: James Corless

Referring Committee: Not Applicable

1. Issue:

The executive director, with the consent of the board chair, has approved an increase in the total contract value of the current contract for legal services by \$127,410.

2. Recommendation:

No board action is required; this item is intended to inform the board of this action.

3. Background/Analysis:

SACOG currently contracts for all its legal services, both general counsel and all other legal services. The current contract value is \$1,274,100. From 2011-2020, Kirk Trost provided in-house general counsel services and served in other leadership capacities, including as chief operating officer. In January 2018, the board authorized a contract with Sloan Sakai Yeung and Wong, LLP (Sloan Sakai) with a three-year term, with two one-year extensions. The board has exercised both one-year extensions, and so the contract will reach its end in January 2023. A separate item on this agenda seeks approval for releasing a request for proposals for legal services.

In 2020, Mr. Trost retired from SACOG and joined Sloan Sakai to work part-time as general counsel to SACOG and take on other clients in the public sector. Earlier this year, Mr. Trost decided to leave Sloan Sakai to reduce his schedule and focus on existing clients. As part of that decision, Sloan Sakai agreed to assign this contract to the Law Offices of Kirk E. Trost. Mr. Trost continues to subcontract with Sloan Sakai to the continue services of other attorneys who perform work for SACOG.

Prior to 2017, SACOG's contracts for outside legal services did not have a ceiling due to the unpredictable nature of legal services. SACOG's legal costs are largely driven by individual projects, and so the volume of work can vary significantly. However, when the board approved the contract in 2017, they stipulated that they wanted to have it be based on the average legal costs over a period of years prior to the contract.

During the life of this contract, SACOG has provided lead legal services for several regional projects: downtown riverfront streetcar, Connect Card, and bike share. All these projects had dedicated outside funding, and so while they utilized SACOG's legal services contract, the costs were not attributable to SACOG's operating budget. As a result, a significant portion of the contract value has been utilized on these special projects. As the contract enters its final year, these projects have either been transferred from SACOG or are

winding down.

4. Discussion/Analysis:

To ensure continuity of legal services, the executive director is adding \$127,410, or 10% of the contract ceiling with the Law Offices of Kirk E. Trost. Based on projected costs for the remainder of the contract. Without an amendment, the current not-to-exceed amount would be reached in August 2022. Consistent with board authority in the original action in 2018, the executive director is authorized to increase the contract with the consent of the board chair and then subsequent notification of the full board.

As discussed in the background, this contract was originally only for a portion of SACOG's legal services. At the time it was issued, SACOG had a full-time general counsel/chief operating officer position. Since May 2020, this contract has absorbed all the general counsel costs, as well as special legal advice for the Connect Card, bike share, and downtown riverfront streetcar that were previously billed to those projects as SACOG staff costs. To date, there have been no increases in the contract value beyond the not-to-exceed amounts forecasted in 2018.

This amendment is expected to give enough flexibility for all the special projects and SACOG's general legal services to be met without reaching the contract ceiling. Staff will continue to work within the actual budget authority in the current year budget and next year's budget.

5. Fiscal Impact/Grant Information:

The increase in contract authority does not have an impact on the budget.

6. This staff report aligns with the following SACOG Work Plan Objectives: