

BOARD OF PORT COMMISSIONERS CITY OF OAKLAND

RESOLUTION APPROVING RETENTION OF THE LAW FIRMS AND CONSULTING FIRMS DESCRIBED ON THE ATTACHED ATTACHMENT A IN CONNECTION WITH WORK DESCRIBED THEREIN AT A TOTAL INITIAL CUMULATIVE COMPENSATION NOT TO EXCEED \$4,825,000 FOR FISCAL YEAR 2017-18 (WITH ONE LAW FIRM PROVIDING SERVICES FOR FISCAL YEAR 2017-18 AND FISCAL YEAR 2018-19) SUBJECT TO ADJUSTMENT PURSUANT TO THE PORT ATTORNEY'S CONTRACTING AUTHORITY.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 6.6 dated June 22, 2017, and related agenda materials ("Agenda Report"), has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment;

WHEREAS, at the Board meeting of January 26, 2017, the Board approved the retention of Orrick Herrington & Sutcliffe LLP ("Orrick") as Bond Counsel in connection with the possible 2017 Bond Refunding Transaction in the not to exceed amount of \$220,000. Board authority is requested to increase the contracting amount for Orrick by \$40,000 to \$260,000 to cover the increased scope of work based on the Port's evaluation of possible multiple series of tax-exempt and taxable bonds. The total contracting amount of \$4,825,000 being requested includes the additional \$40,000;

WHEREAS, during its Board meeting of May 18, 2017, the Board received certain attorney-client communications regarding the nature of the matters needing outside counsel and related consultant legal advice in Fiscal Year 2017-2018 and the extent of such outside legal advice ("Attorney-Client Information");

WHEREAS, that in acting upon this matter, the Board has exercised its independent judgment based on substantial evidence in the record and adopts and relies upon the facts, data, analysis, and findings set forth in the Agenda Report, and in related agenda materials and in testimony received;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. Based upon the information contained in the Agenda Report and testimony received, the Board hereby finds and determines that the agreements with **the law firms and consulting firms described on the attached Attachment A** constitute agreements for obtaining professional, technical, and specialized services that are temporary in nature and that it is in the best interest of the Port to secure such services from those parties listed on Attachment A and waiving competitive procurement requirements.

SECTION 2. The Board hereby:

A. Approves the appointment of **the law firms described on the attached Attachment A**, as Special Counsel, part-time, pursuant to the provisions of Section 6.05 of Port Ordinance No. 867, as well as the consulting firms described on Attachment A to render expert assistance to the Port Attorney in connection with the matters described on Attachment A; the compensation of and reimbursement for out-of-pocket expenses incurred by said Special Counsel and consultants to be made from time to time as approved by the Port Attorney, up to, but not to exceed the amounts per firm per matter as provided in the Attorney-Client Information (as well as the increase for Orrick as described in the Agenda Report), in the initial total cumulative amount of \$4,825,000 for Fiscal Year 2017-18 (with one law firm provided services in Fiscal Year 2018-19 as well), all subject to adjustment during Fiscal Year 2017-2018 by the Port Attorney for additional amounts or for additional firms under his contracting authority or by further Board action.

B. Authorizes the Port Attorney to i) execute the agreements with the law firms and consulting firms listed on Attachment A, and (ii) make such terms, additions, modifications, or corrections as necessary to enter into the agreements or to correct errors, subject to the limitations set forth herein and provided that any such terms, addition, modification, or correction does not exceed the authorized amounts or actions authorized herein and in the Agenda Report.

SECTION 3. This resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Board. Unless and until a separate written agreement is duly executed on behalf of the Board as authorized by this resolution, is signed as approved as to form and legality by the Port Attorney, and is delivered to other contracting party, there shall be no valid or effective agreement.

FURTHER RESOLVED, that this resolution shall be effective immediately upon adoption by the Board.

**ATTACHMENT A
PORT ATTORNEY'S OFFICE
PROPOSED OUTSIDE COUNSEL CONSULTANT BUDGET
FOR FY17-18**

LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES
Anderson & Krieger LLP (Cambridge, MA)	
	Aviation Regulatory Matters
Andrada & Associates (Oakland)	
	Personal Injury/Property Damage Claims/Litigation
Archer Norris (Walnut Creek)	
	Arreola v. Port
	Kane v. Port
	Personal Injury/Property Damage Claims/Litigation
Baseline Environmental Consulting (Emeryville)	
	Technical Expert Services on GASB 49 Cost Recovery Matters (Various Site)
	Environmental Compliance/GASB 49 Management
Briscoe Ivester & Bazel (San Francisco)	
	Tideland Trust
Bryan Cave (Chicago, IL)	
	PRP Cost Recovery
	Amtrak Elevator Hydraulic Release
Burke Williams & Sorenson (Oakland)	
	Port v. Marilyn Hartman
Churchwell White (Sacramento)	
	Hearing Officer
Dawn L. Crater (Richmond)	
	General Insurance Support/Recoveries
	Recoveries
Donahue Fitzgerald (Oakland)	
	Terminal Operators (PA, SSAT, etc) Lease/Contract Disputes and Claims

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LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES
	Real Estate/Leasing Advice (Maritime & CRE)
	Real Estate/Leasing Advice (Aviation)
	Oakland Army Base/Seaport Logistics Center Real Estate Advice
	Intellectual Property
	Real Estate Litigation
Drinker Biddle & Reath LLP (Los Angeles)	
	Benefits
Edgcomb Law Group (San Francisco)	
	Schnitzer Steel
Farella Braun + Martel LLP (San Francisco)	
	General Risk Management and Cost Recovery Advice
	GASB 49 Cost Recovery Claims Against Insurance Carriers/Insurance Advice Related to Pollution Conditions
	Oak to Ninth
	EBMUD/Thibodeaux
	Stormwater
Fenwick & West LLP (Mountain View)	
	Employment Advice
Gordon Creed Kelly Holl & Sugerman (San Francisco)	
	David Mack v. Port
Gordon & Pollard LLP (Oakland)	
	Litigation/Claim Strategies and Appeals
Gordon & Rees (Oakland)	
	Claims
	GASB49
Hanna Brophy MacLean McLeer & Jensen, LLP (Oakland)*	

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LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES
	Workers' Compensation
Hanson Bridgett (San Francisco)	
	Employment Advice
	Employment Claims
	Sherri "Jean" Parks v. Port
Jarvis Fay Doporto & Gibson LLP (Oakland)	
	Public Works Contracting Advice (General)
	Bid/Proposal Protests Advice
	7th Street Grade Separation RFP/Construction Documents
	Fees/taxes/assessments
Jenner & Block (Los Angeles)	
	Litigation/Claims/Advice
	Drinking Water
	Air Quality
Jonathan Kara (Walnut Creek)	
	Research
	GASB 49 (Cost Recovery Matters)
	Environmental Compliance/GASB 49 Management
JSP Associates (San Francisco)	
	Trespass & Business Interruption
Keker & Van Nest LLP (San Francisco)	
	Litigation
Liebert Cassidy & Whitmore (Los Angeles)	
	Labor/Employment Advice
	Labor/Employment Claims

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LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES
Lubin Olson & Niewiadomski (San Francisco)	
	Personal Injury/Property Damage Claims/General Commercial Litigation/Operational Continuity/Security
Meyers Nave (Oakland)	
	Construction Claims and Litigation
Mullen & Filippi, LLP (Oakland)*	
	Workers' Compensation
Nancy Williams (San Francisco)	
	Records Retention Schedule Advice and Port Attorney Migration to Electronic Records/Filing Projects
Nixon Peabody (San Francisco)	
	Powerly Supply Advice - Maritime Area
	Power Supply Claims
Nossaman LLP (San Francisco)	
	Railroad/Surface Transportation Board Advice
O'Melveny & Myers LLP (Los Angeles)	
	Railyard Operator Contract
	Bond/Finance Matters
Orrick Herrington & Sutcliff (San Francisco)	
	Bond/Tax/Finance Matters
	2017 Bond Transaction (paid out of bond proceeds) \$220,000 previously approved by the Board*
Perkins Coie LLP (San Francisco)	
	General CEQA Advice
	General CEQA Litigation
	Real Estate
	Administrative/Regulatory Advice & Claims
Ramsey Law Group (Lafayette)	

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LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES
	General Commercial Collection and Litigation (Unlawful Detainers, etc.)
	Krauss v. Port, et al.
Renne Sloan Holtzman & Sakai (San Francisco)	
	Labor Negotiations/Labor Advice
Richard Thorson Graves & Royer LLP (Oakland)*	
	Workers' Compensation
Rudder Law Group (Alameda)	
	Aviation Regulations and Permitting
	EPA Administrative Order/Thibodeaux
Saul Ewing (D.C.)	
	Shipping Act Advice; Terminal Leasing Efficiency Issues/Operations (Shipping Act/FMC Advice)
	Maritime Claims
Wendel Rosen Black & Dean (Oakland)	
	Clean Water/Environmental Regulatory Advice
	PRP Cost Recovery
	Utilities
	General Construction
	Construction Claims and Litigation
Wiley Price & Radulovich LLP (Alameda)*	
	Labor Negotiations (over 2 fiscal years) Previously approved by the Board

LAW FIRMS NOT CODED TO LEGAL BUDGETS*