

**FILE NUMBER: 2025-079**

**DATE:** Tuesday, February 11, 2025

**SUBJECT: Resolution Authorizing General Counsel to Execute Amendments to Legal Services Agreement With Sidley Austin by Up to \$900,000 From \$450,000 to \$1,350,000**

**DESCRIPTION: Resolution Authorizing the General Counsel to Execute Amendments to Legal Services Agreement With Sidley Austin by Up to \$900,000 From \$450,000 to \$1,350,000; FY 2025 Expenditures Are Budgeted, All Funds for Future Fiscal Years Will Be Budgeted in the Appropriate Fiscal Year, Subject to Board Approval Upon Adoption of Each Fiscal Year's Budget**

**EXECUTIVE SUMMARY:**

The Office of the General Counsel is responsible for providing legal advice and representation to the Board of Port Commissioners, the CEO and executive team, as well as all departments of the District, including defending the District in litigation and administrative procedures, as well as advising the District on transactions, policies and other matters. In order to best advise and defend the District, in addition to the in-house attorneys, the Office of the General Counsel sometimes utilizes the services of outside law firms and experts to provide legal and consultant services in specific areas of law and to supplement the services of the in-house resources. This agenda seeks Board authorization for the General Counsel to execute amendments to an agreement for legal services. Details regarding the specific matters for which these amendments are proposed are protected by the attorney/client and work product privileges.

**RECOMMENDATION:**

Adopt a Resolution authorizing the General Counsel to execute amendments to Legal Services Agreement with Sidley Austin by up to \$900,000 from \$450,000 to \$1,350,000.

**FISCAL IMPACT:**

There is no fiscal impact from approval of this action.

This resolution authorizes expenditure of additional funds by up to \$900,000. FY 2025 expenditures are budgeted, all funds required for future fiscal years will be budgeted in the appropriate fiscal year, subject to Board approval upon adoption of each fiscal year's budget.

**COMPASS STRATEGIC GOALS:**

This agenda item supports the following Strategic Goal(s).

- A Port that the public understands and trusts.
- A financially sustainable Port that drives job creation and regional economic vitality.

## **DISCUSSION:**

This agenda seeks Board authorization for the General Counsel to execute amendments to legal services agreement with Sidley Austin by up to \$900,000 from \$450,000 to \$1,350,000.

Details regarding the specific matters for which these amendments are proposed are protected by the attorney/client and work product privileges.

### **General Counsel's Comments:**

The Office of the General Counsel drafted, reviewed and approved this agenda as to form and legality.

### **Environmental Review:**

The proposed Board action, including without limitation a resolution authorizing the General Counsel to execute amendments to legal services agreement with Sidley Austin by up to \$900,000 from \$450,000 to \$1,350,000, does not constitute a project under the definition set forth in California Environmental Quality Act (CEQA) Guidelines Section 15378 because there is not a potential to result in a direct or indirect physical change in the environment. Therefore, the proposed Board action is not subject to CEQA and no further action under CEQA is required.

The proposed Board action complies with Section 21 and 35 of the Port Act, which allow for the Board to pass resolutions and to do all acts necessary and convenient for the exercise of its powers. The Port Act was enacted by the California Legislature and is consistent with the Public Trust Doctrine. Consequently, the proposed Board action is consistent with the Public Trust Doctrine.

The proposed Board action does not allow for development, as defined in Section 30106 of the California Coastal Act, or new development, pursuant to Section 1.a. of the District's Coastal Development Permit Regulations. Therefore, issuance of a Coastal Development Permit or an exclusion finding is not required.

### **Diversity, Equity, and Inclusion Program:**

This agenda sheet has no direct DEI impact on District workforce or contract reporting at this time.

## **PREPARED BY:**

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