



Staff Report – Consent Item 5

TO: East Bay Community Energy Board of Directors

FROM: Nick Chaset

SUBJECT: Approval of Amendment to Legal Services Agreement with Richards, Watson & Gershon

DATE: January 17, 2018

Recommendation

Approve six-month extension and increase of contract amount of the Agreement for Legal Services with Richards, Watson & Gershon to provide general/special counsel services to East Bay Community Energy until June 30, 2018.

Background and Discussion

Inder Khalsa of Richards, Watson & Gershon, with the assistance of Greg Stepanicich, Roy Clarke, and their associates have been providing general counsel services to EBCE staff and the Board of Directors, including drafting policies, contracts, and resolutions for consideration by the Board.

The EBCE approved an initial six month “Agreement for Interim General Counsel Services” with Richards, Watson & Gershon at its first meeting on January 30, 2017. This Agreement expired in June 2017, and the Board approved and adopted an amendment extending the Agreement until December 31, 2017. Once again, the Board could, at its sole discretion, opt to extend the Agreement for a second time.

Given that the Board is close to appointing a new General Counsel, this second amendment would transition Richards Watson & Gershon to “Special Counsel.” Furthermore, the proposed amendment extends the Agreement until June 30, 2018, identifies the additional attorneys providing legal services, and increases the not-to-exceed cap.

From June to December, Richards, Watson & Gershon billed the EBCE approximately \$170,000, under the contracted compensation, which was not to exceed \$175,000. This Amendment increases the not to exceed amount of the contract to a total of \$265,000, allowing for an additional \$90,000 from January through June. Depending on the amount of general or special counsel services required during this time, this should provide an ample cushion.

The Legal Services Agreement does not include energy contracts or regulatory matters before the CPUC that require specialized legal services in these areas of law.

Attachment 5A

RESOLUTION EBCE R-2018-

**A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE EAST BAY COMMUNITY ENERGY AUTHORITY
APPROVING AN AMENDMENT TO THE AGREEMENT
FOR LEGAL SERVICES BETWEEN THE EAST BAY
COMMUNITY ENERGY AUTHORITY AND RICHARDS,
WATSON & GERSHON**

**THE BOARD OF DIRECTORS OF THE EAST BAY COMMUNITY ENERGY
AUTHORITY DOES HEREBY FIND, RESOLVE, AND ORDER AS FOLLOWS:**

Section 1. On January 30, 2017, the East Bay Community Energy Authority (“EBCEA”) approved an Agreement for Interim General Counsel Services with Richards, Watson & Gershon, a professional corporation practicing law in California (“Agreement”).

Section 2. On July 19, 2017 the term of the Agreement was extended by resolution. The term expired December 31, 2017, and the not-to-exceed amount was \$175,000.

Section 3. On January 17, 2018 EBCE will consider approving an agreement for a new General Counsel.

Section 4. The EBCE wishes to amend the Agreement to extend the term, transition Richards, Watson & Gershon from Interim General Counsel to Special Counsel, and update the list of those attorneys assigned as counsel.

Section 5. This Amendment to the Agreement for Legal Services expires on June 30, 2018, with an increased compensation amount not to exceed a total of \$265,000 for the life of the Agreement.

Section 6. The Chair of the Board is directed to execute the Amendment to the Agreement for Interim General Counsel Services, substantially in the form attached to the Agenda Report that accompanied this Resolution, on behalf of the EBCE, and is authorized to take all other actions necessary to implement the Agreement.

ADOPTED AND APPROVED this ____ day of January, 2018.

Scott Haggerty, Chair

ATTEST:

Stephanie Cabrera, Secretary

**AMENDMENT TO AGREEMENT BETWEEN THE EAST BAY COMMUNITY
ENERGY AUTHORITY AND RICHARDS, WATSON & GERSHON, A PROFESSIONAL
CORPORATION, EXTENDING LEGAL SERVICES**

This Amendment to Agreement for Legal Services, dated January 17, 2018, is by and between the East Bay Community Energy Authority (EBCE), and the law firm of Richards, Watson & Gershon, a professional corporation engaged in the practice of law in California, hereinafter referred to as "Special Counsel." EBCE and Special Counsel agree as follows:

1. All references to "General Counsel" in the Agreement Between the East Bay Community Energy Authority and Richards, Watson & Gershon, dated January 30, 2017 (the "Agreement for Legal Services"), are hereby amended to state "Special Counsel."
2. Section 2 of the Agreement for Legal Services, is amended as follows:

"TERM: The term of this Agreement shall begin on January 1, 2018 and shall expire on June 30, 2018 unless extended with the approval of the Board of Directors of EBCEA."

3. Section 3 of the Agreement for Legal Services is amended to increase the not to exceed amount of the contract to \$265,000.
4. Section F, "Rate of Compensation," of Exhibit B attached to the Agreement for Legal Services is hereby amended in its entirety to read:

"Richards Watson & Gershon shall bill the EBCEA for the following personnel at the following rates:

Greg Stepanicich	\$325 per hour
Inder Khalsa	\$300 per hour
Roy Clarke	\$300 per hour
Casey Strong	\$250 per hour
Elena Pacheco	\$250 per hour
Rebecca Green	\$250 per hour"

5. All other provisions of the Agreement for Legal Services shall remain in effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Agreement for Legal Services to be executed by their representatives as follows:

EAST BAY COMMUNITY ENERGY

AUTHORITY
A Joint Powers Authority

DATED: _____

By: _____
Scott Haggerty,
Chair, Board of Directors

RICHARDS WATSON & GERSHON
A Professional Corporation

DATED: _____

By: _____
Inder Khalsa,
Special Counsel