



**TREASURE ISLAND
MOBILITY MANAGEMENT AGENCY**

TB062822

RESOLUTION NO. 22-XX

RESOLUTION EXECUTING THE FIRST OF TWO ONE-YEAR CONTRACT OPTIONS FOR ON-CALL LEGAL SERVICES TO NOSSAMAN LLP, MEYERS NAVE, A PROFESSIONAL CORPORATION; AND WENDEL ROSEN LLP; IN A COMBINED AMOUNT NOT TO EXCEED \$150,000 FOR ON-CALL GENERAL LEGAL COUNSEL SERVICES AND AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE CONTRACT PAYMENT TERMS AND NON-MATERIAL CONTRACT TERMS AND CONDITIONS

WHEREAS, The Treasure Island Mobility Management Agency (TIMMA) relies on on-call professional legal services related to the operation of public entities; and

WHEREAS, On November 19, 2019, through Resolution 20-01, TIMMA awarded three-year professional services contracts, with an option to extend for two additional one-year periods, to Nossaman LLP, Meyers Nave, a Professional Corporation, and Wendel Rosen LLP, for on-call general legal services for a combined amount not to exceed \$150,000, for a total contract value of \$300,000; and

WHEREAS, The proposed action will add contract capacity and exercise the first of two options of the initial contracts; and

WHEREAS, Task orders awarded under these contracts will be funded by a combination of federal, state and local grant funds that support the TIMMA Program, as well as Prop K sales tax funds appropriated to TIMMA; and

WHEREAS, Effective July 1, 2022, Wendel Rosen LLP will combine with the law firm of Fennemore LLP, and will be known as Fennemore Wendel, and contractual duties and obligations shall be assigned from Wendel Rosen LLP to Fennemore LLP; and

WHEREAS, Sufficient funds are included in TIMMA's proposed FY 2022/23 work program and budget to cover the cost of these contracts; now, therefore, be it

RESOLVED, That TIMMA exercises the first of two one-year contract options for on-call general legal services to Nossaman LLP; Meyers Nave, a Professional Corporation; and Wendel Rosen LLP in an amount not to exceed \$150,000, for a combined total contract



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amount not to exceed \$300,000; and be it further

RESOLVED, That TIMMA further authorizes the Executive Director to modify contract payment terms and non-material contract terms and conditions; and be it further

RESOLVED, That for the purposes of this resolution, "non-material" shall mean contract terms and conditions other than provisions related to the overall contract amount, terms of payment, and general scope of services; and be it further

RESOLVED, That notwithstanding the foregoing and any rule or policy of TIMMA to the contrary, the Executive Director is expressly authorized to execute agreements and amendments to agreements that do not cause the total agreement value, as approved herein, to be exceeded and that do not expand the general scope of services.



TREASURE ISLAND MOBILITY MANAGEMENT AGENCY

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Memorandum

AGENDA ITEM 7

DATE: June 23, 2022

TO: Treasure Island Mobility Management Agency Board

FROM: Cynthia Fong - Deputy Director for Finance and Administration

SUBJECT: 6/28/2022 Board Meeting: Execute the First of Two One-Year Contract Options for Professional Services Contracts, to Nossaman LLP; Meyers Nave, a Professional Corporation; and Wendel Rosen LLP; in a Combined Amount Not to Exceed \$150,000 for On-Call General Legal Counsel Services

<p>RECOMMENDATION <input type="checkbox"/> Information <input checked="" type="checkbox"/> Action</p> <ul style="list-style-type: none"> Execute the first of two one-year contract options for professional services contracts, to Nossaman LLP (Nossaman); Meyers Nave, a Professional Corporation (Meyers Nave); and Wendel Rosen LLP (Wendel Rosen); in a combined amount not to exceed \$150,000 for on-call general legal counsel services Authorize the Executive Director to negotiate contract payment terms and non-material terms and conditions <p>SUMMARY</p> <p>In November 2019, through approval of Resolution 20-01, the Board awarded three-year professional services contracts, with an option to extend for two additional one-year periods, to Nossaman; Meyers Nave; and Wendel Rosen; in a combined amount not to exceed \$150,000 for on-call general legal services. We are seeking continued professional services of legal firms experienced in matters related to the operation of public entities and with specialized transportation expertise to provide on-call legal counsel services. The proposed action will exercise the first of two options of the initial contract.</p>	<ul style="list-style-type: none"> <input type="checkbox"/> Fund Allocation <input type="checkbox"/> Fund Programming <input type="checkbox"/> Policy/Legislation <input type="checkbox"/> Plan/Study <input type="checkbox"/> Capital Project Oversight/Delivery <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Contract/Agreement <input type="checkbox"/> Other: _____
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BACKGROUND

Currently, we contract with Nossaman, Meyers Nave, and Wendel Rosen for specialized transportation on-call legal counsel services. The establishment of multiple contracts with whom TIMMA may call upon on a task order basis has allowed for improved responsiveness



(e.g., during times of peak demand). We also need continued broad and deep access to specialized transportation legal services given the wide range of desired proficiencies and experience, the amount and complexity of our work programs, as well as occasional conflicts of interest or availability that arise for specific efforts. The San Francisco County Transportation Authority also maintains contracts with the same set of on-call legal firms, which has enhanced staff efficiency in issuing task orders and supporting project needs. The breakdown of task orders awarded to these firms are included as Attachment 2.

DISCUSSION

The scope of services, included as Attachment 1, describes example task types that are representative of the needs in the coming year under this contract, which are also listed below.

1. Parliamentary Procedure and Rules for TIMMA Board and Committee
2. Administration
3. Financial
4. TIMMA Program
5. Legislation
6. Litigation
7. General Advice
8. Miscellaneous

During Fiscal Year 2022/23, we anticipate a higher level of legal counsel services will be needed to assist with the procurement and contract negotiations for a new toll system integration vendor contract; and to review and provide guidance of draft toll evasion enforcement, surveillance technology, and privacy policies, pending Board approval of the toll/affordability policy. Legal support will also be required for the autonomous vehicle shuttle vendor contract and development of inter-agency agreements. The proposed action will exercise the first of two one-year options for professional services contracts, to Nossaman, Meyers Nave, and Wendel Rosen, in an amount not to exceed \$150,000 for on-call legal services, for a combined total contract value of \$300,000.

Effective July 1, 2022, Wendel Rosen will combine with the law firm of Fennemore Craig and will be known as Fennemore Wendel. Contractual duties and obligations shall be assigned from Wendel Rosen LLP to Fennemore Craig. This change will not have any financial impacts.

FINANCIAL IMPACT

The proposed Fiscal Year 2022/23 work program and budget includes next year's activities. Task orders awarded under these contracts will be funded by a combination of federal, state, and local grant funds that support the TIMMA Program, as well as Prop K sales tax funds appropriated to TIMMA.



SUPPLEMENTAL MATERIALS

- Attachment 1 - Scope of Services
- Attachment 2 - Assigned Task Orders (2019 - 2022)

Attachment 1

Scope of Services

The below example task types are representative of needs in the coming year - additional undetermined task types are anticipated to be needed and not all task types listed below will necessarily be produced under these contracts. TIMMA may assign tasks on these qualifications as well as capabilities, experience, availability, and conflicts of interests, if any. Contractors are not guaranteed a task under these contracts.

Task Types:

1. **Parliamentary Procedure and Rules for TIMMA Board.** Attendance at board and committee meetings and consultation on Rules of Order, Ralph M. Brown Act, Administrative Code, City and County of San Francisco Elections Code, San Francisco Sunshine Ordinance, and conflict of interest issues. Contractor will be expected to attend the regular meetings of the TIMMA Board and Committee.
2. **Administration.** Personnel: As needed, advise regarding all labor-related issues such as benefits, hiring, discipline, termination, and review of internal policies and procedures. Contracts: As needed, review and/or draft legal documents including procurements, contracts, specifications, and standard grant agreements, including necessary legal opinions on restrictions, revisions, claims, default liability, protests and appeals. Public Records Act: As needed, advise on public records requests regarding scope of request, reviewing records, and approach to retrieving/releasing records.
3. **Financial.** Assist in the review of financial and budgetary matters, including financial presentations, representations and audit documents, and review of fiscal policies.
4. **TIMMA Program.** Review issues of jurisdiction and legal authority; support environmental requirements; develop, review and/or advise on policy and operating agreements; develop and/or review vendor and operator procurement documents and contracts; and advise on local, state, and federal requirements and legislation.
5. **Legislation.** Assist in drafting or reviewing legislation and the legislative process, from the local to the federal level.
6. **Litigation.** Prepare necessary documents, provide legal representation in court as required to initiate and prosecute or respond to lawsuits, and support mediation and negotiations (settlement) as needed.
7. **General Advice.** Provide verbal or written advice, as requested by TIMMA, on questions concerning the conformity of any contemplated action of TIMMA with applicable law and other matters, including providing guidance on TIMMA projects.
8. **Miscellaneous.** Provide verbal or written advice relating to California Environmental Quality Act/National Environmental Policy Act, construction (including construction manager general contractor), right of way, real estate and land use, state transportation finance, regional transportation planning and programming, and public private partnerships, among others.

Attachment 2
Assigned Task Orders (2019 to 2022)

Legal Firm	Task Order Description	Amount
Meyers Nave	Autonomous Shuttle Pilot Project	\$50,000
	Environmental Analysis	\$39,000
Total Task Orders Awarded to Meyers Nave		\$89,000
Wendel Rosen LLP	General Legal Services ¹ , Environmental Analysis	\$61,000
Total Task Orders Awarded to Wendel Rosen LLP		\$61,000
Total Task Orders Awarded to Nossaman LLP		\$0
Total Task Orders Awarded to Date		\$150,000
Total Contract Amount		\$150,000

¹ General legal services encompass activities such as attending Board and Committee meetings, assistance on contracts, advising on records requests and personnel matters, as well as providing legal services for TIMMA initiatives not covered by separate task orders.