



**SAN DIEGO COUNTY
REGIONAL AIRPORT AUTHORITY
STAFF REPORT**

Item No.
12

Meeting Date: **JANUARY 6, 2011**

Subject:

Approve and Authorize the President/CEO to execute a Second Amendment to the Agreement with Morrison & Foerster LLP

Recommendation:

Adopt Resolution No. 2011-0010, approving and authorizing the President/CEO to execute a Second Amendment to the Agreement with Morrison & Foerster LLP for Professional Legal Services increasing the not-to-exceed compensation amount by three hundred thousand dollars (\$300,000) for a total not-to-exceed amount of six hundred thousand dollars (\$600,000).

Background/Justification:

On August 1, 2009, the Authority entered into an agreement with Morrison & Foerster LLP ("Law Firm") to provide professional legal services regarding general legal matters pertaining to the Authority's operation of the Airport and its role as a public entity, a landlord, an owner in construction projects, and an employer. The Agreement has a term of one year with two one-year options to renew at the discretion of the President/CEO and a maximum compensation amount of three hundred thousand dollars (\$300,000). The First Amendment to the Agreement, executed by the President/CEO on June 15, 2010, exercised the first one-year option resulting in a new termination date of July 31, 2011.

This Second Amendment is needed to add additional funds to allow Law Firm to continue to represent the Authority in the Save Our Heritage Organisation v. San Diego Unified Port District and San Diego County Regional Airport Authority as a Real Party in Interest [San Diego Superior Ct. Case No. 37-2009-00097828-CU-TT-CTL] ("SOHO Litigation") and in general legal matters pertaining to the Authority. Due to Law Firm's knowledge of and involvement in the SOHO Litigation, staff believes it is in the Authority's best interest to continue to retain Law Firm to handle matters associated with the SOHO Litigation and other general legal matters pertaining to the Authority.

Fiscal Impact:

Funds for this Agreement are in the FY2011 budget.

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Environmental Review:

- A. California Environmental Quality Act: This Board action is not a project that would have a significant effect on the environment as defined by the California Environmental Quality Act (CEQA), as amended. 14 Cal. Code Regs. §15378. This Board action is not a "project" subject to CEQA. Pub. Res. Code §21065.

- B. California Coastal Act: This Board action is not a "development" as defined by the California Coastal Act. Cal. Pub. Res. Code §30106.

Equal Opportunity Program:

The Authority's small business program promotes the use of small, local, disadvantaged, and other business enterprises, on all contracts, to provide equal opportunity for qualified firms. By providing education programs, making resources available, and communicating through effective outreach, the Authority strives for diversity in all contracting opportunities.

The Authority has a Disadvantaged Business Enterprise ("DBE") Plan as required by the Department of Transportation, 49 CFR Part 26. The DBE Plan calls for the Authority to submit an annual over-all goal for DBE participation on all federally funded projects.

This project does not use federal funds; therefore, it will not be applied toward the Authority's over-all DBE goal.

Prepared by:

AMY GONZALEZ
DIRECTOR, COUNSEL SERVICES

RESOLUTION NO. 2011-0010

A RESOLUTION OF THE BOARD OF THE SAN DIEGO COUNTY REGIONAL AIRPORT APPROVING AND AUTHORIZING THE PRESIDENT/CEO TO EXECUTE A SECOND AMENDMENT TO THE AGREEMENT WITH MORRISON AND FOERSTER LLP FOR PROFESSIONAL LEGAL SERVICES INCREASING THE NOT-TO-EXCEED COMPENSATION AMOUNT BY THREE HUNDRED THOUSAND DOLLARS (\$300,000) FOR A TOTAL NOT-TO-EXCEED AMOUNT OF SIX HUNDRED THOUSAND DOLLARS (\$600,000)

WHEREAS, on August 1, 2009, the Authority entered into an agreement with Morrison & Foerster LLP ("Law Firm") to provide professional legal services regarding general legal matters pertaining to the Authority's operation of the Airport and its role as a public entity, a landlord, an owner in construction projects, and an employer; and

WHEREAS, the Agreement has a term of one year with two one-year options to renew at the discretion of the President/CEO and a maximum compensation amount of three hundred thousand dollars (\$300,000); and

WHEREAS, the First Amendment to the Agreement exercised the first one-year option resulting in a new termination date of July 31, 2011; and

WHEREAS, a Second Amendment is needed to add additional funds to allow Law Firm to continue to represent the Authority in the Save Our Heritage Organisation v. San Diego Unified Port District and San Diego County Regional Airport Authority as a Real Party in Interest [San Diego Superior Ct. Case No. 37-2009-00097828-CU-TT-CTL] ("SOHO Litigation") and in general legal matters pertaining to the Authority; and

WHEREAS, due to Law Firm's knowledge of and involvement in the SOHO Litigation, staff believes it is in the Authority's best interest to continue to retain Law Firm to handle matters associated with the SOHO Litigation and other general legal matters pertaining to the Authority.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby approves and authorizes the President/CEO to execute a Second Amendment to the Agreement with Morrison & Foerster LLP for Professional Legal Services increasing the not to exceed compensation amount by three hundred thousand dollars (\$300,000) for a total not to exceed amount of six hundred thousand dollars (\$600,000).

BE IT FURTHER RESOLVED THAT this Board Action is not a "project" as defined by the California Environmental Quality Act (CEQA), Cal. Pub. Res. Code §21065; nor is it a "development" as defined by the California Coastal Act. Cal. Pub. Res. Code §30106.

PASSED, ADOPTED, AND APPROVED by the Board of the San Diego County Regional Airport Authority at a regular meeting this 6th day of January, 2011, by the following vote:

AYES: Board Members:

NOES: Board Members:

ABSENT: Board Members:

ATTEST:

TONY R. RUSSELL
DIRECTOR, CORPORATE SERVICES/
AUTHORITY CLERK

APPROVED AS TO FORM:

BRETON K. LOBNER
GENERAL COUNSEL

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