

**SUBMITTAL TO THE BOARD OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

215



FROM: Economic Development Agency / Facilities Management

SUBMITTAL DATE:
December 1, 2011

SUBJECT: First Amendment - Professional Service Agreement for Legal Services

RECOMMENDED MOTION: That the Board of Supervisors:

1. Approve and execute the First Amendment to the Professional Service Agreement with Freeland, McKinley & McKinley, for an increased contract amount of \$200,000 commencing upon Board of Supervisor's approval;
2. Authorize the Assistant County Executive Officer/EDA, or his designee, to administer this agreement; and,
3. Approve and direct the Auditor-Controller to make the budget adjustment as shown on Schedule A, attached.

BACKGROUND: (Commences on Page 2)

[Signature]

Robert Field
Assistant County Executive Officer/EDA

FINANCIAL DATA	Current F.Y. Total Cost:	\$ 200,000	In Current Year Budget:	No
	Current F.Y. Net County Cost:	\$ 0	Budget Adjustment:	Yes
	Annual Net County Cost:	\$ 0	For Fiscal Year:	2011/12

COMPANION ITEM ON BOARD OF DIRECTORS AGENDA: No

SOURCE OF FUNDS: Real Estate Division Budget	Positions To Be Deleted Per A-30	<input type="checkbox"/>
	Requires 4/5 Vote	<input checked="" type="checkbox"/>

C.E.O. RECOMMENDATION:

APPROVE
[Signature]
BY: Jennifer L. Sargent

County Executive Office Signature

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Buster, seconded by Supervisor Tavaglione and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Buster, Tavaglione, Stone, Benoit and Ashley
Nays: None
Absent: None
Date: December 13, 2011
xc: EDA, Auditor, EO

Kecia Harper-Ihem
Clerk of the Board
By: *[Signature]*
Deputy

Prev. Agn. Ref.: 3.29 of 7/12/11 | District: 3 | Agenda Number: **3.17**

ATTACHMENTS FILED
WITH THE CLERK OF THE BOARD

FISCAL PROCEDURES APPROVED
 PAUL ANGULO, CPA, AUDITOR-CONTROLLER
 BY: *[Signature]* 11/29/11
 DATE: 11/21/11
 Department: SAMUEL MONG
 FORM APPROVED COUNTY COUNSEL
 BY: *[Signature]* 11/21/11
 MARSHAL VICTOR

Dept't Recomm.: Consent Policy
 Per Exec. Ofc.: Consent Policy

BACKGROUND:

Under the proposed amended contract, Freeland, McKinley & McKinley (FMM) will continue providing legal services, through an increased contract amount of \$200,000 (not to exceed limit of \$500,000) and pertaining to the ongoing litigation costs of the French Valley Business Center (FVBC) project. The contract sets a not to exceed limit and provides the County with the right, but not the obligation to buy services. If approved by the Board of Supervisors, the Economic Development Agency (EDA) will have the ability and right, but no obligation to contract for FMM services as needed over the remainder of this Fiscal Year (FY 2011/12).

In order for the contract to function on demand, this additional amount of \$200,000 of the permitted services may be used in FY 2011/12. The use of a master professional service contract avoids the delay and work effort to seek Board authorization for each and every legal task over \$25,000. EDA will return to the Board to approve a Professional Service Agreement for ongoing legal services as necessary and to conclude this litigation.

This agreement has been reviewed and approved by County Counsel as to legal form.

FINANCIAL DATA:

All associated costs for this professional service agreement will be fully funded by EDA's Real Estate budget.

Attachment:
Schedule A
First Amendment-Professional Service Agreement

Schedule A

Increase Appropriations:

47220-7200400000-525020	Legal Services	\$ 200,000
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Use of Unrestricted Net Assets:

47220-7200400000-380100	Unrestricted Net Assets	\$ 200,000
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1 FIRST AMENDMENT - PROFESSIONAL SERVICE AGREEMENT WITH FREELAND,

2 MCKINLEY & MCKINLEY

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4 THIS FIRST AMENDMENT is entered into as of DEC. 13, 2011, and is made by and
5 between THE COUNTY OF RIVERSIDE, on behalf of the Economic Development Agency
6 (hereinafter referred to as "COUNTY") and FREELAND MCKINLEY & MCKINLEY (hereinafter
7 referred to as "ATTORNEYS").

8 RECITALS

9 A. COUNTY and ATTORNEYS are parties to that certain Agreement approved by
10 the Board of Supervisors on July 12, 2011, for Legal Services ("Agreement").

11 B. The Agreement limits the total amount of compensation to be paid to the
12 ATTORNEYS to Two Hundred Thousand Dollars (\$200,000) in Fiscal Year 2011/12 unless a
13 written amendment to the Agreement is executed by both parties prior to performance of any
14 additional services.

15 C. COUNTY and ATTORNEYS desire to amend the Agreement to provide a
16 revised and increased amount of total compensation to be paid to ATTORNEYS.

17 NOW, THEREFORE, the parties do hereby agree to amend that certain Agreement as
18 follows:

19 1. Section 4. COMPENSATION shall be amended in its entirety to read as follows:

20 4. COMPENSATION.

21 4.1 The total amount of compensation paid to ATTORNEYS under the terms
22 of the Agreement shall not exceed the sum of Five Hundred Thousand Dollars (\$500,000) in
23 Fiscal Year 2011/12, unless a written amendment to this Agreement is executed by both
24 parties prior to performance of any additional services. ATTORNEYS shall notify the COUNTY
25 immediately in writing when ATTORNEYS have expended seventy-five percent (75%) of the
26 total compensation. A written amendment shall be a condition precedent to any obligation for
27 payment by COUNTY beyond the approved compensation.
28

1 AGREEMENT IN FULL FORCE AND EFFECT. Except as provided above, the
2 Agreement is unmodified hereby and remains in full force and effect.

3
4 COUNTY OF RIVERSIDE

5 Dated: _____

6 By: Bob Buster
7 Bob Buster, Chairman
8 Board of Supervisors

9 FREELAND, MCKINLEY & MCKINLEY

10 Dated: 4/17/11

11 By: [Signature]
12 Steven A. McKinley, Esq.

ATTEST:
KECIA HARPER-IHEM, Clerk
By: [Signature]
DEPT

13 APPROVED AS TO FORM
14 Pamela Walls, County Counsel

15 Dated: 11/22/11

16 By: Marsha L. Victor
17 Marsha L. Victor, Deputy

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