

# TRI-VALLEY TRANSPORTATION COUNCIL

## TRI-VALLEY TRANSPORTATION COUNCIL RESOLUTION NO. 2023-08

### A RESOLUTION OF THE TRI-VALLEY TRANSPORTATION COUNCIL APPROVING SECOND AMENDMENT TO THE LEGAL SERVICES RETAINER AGREEMENT BETWEEN THE TRI-VALLEY TRANSPORTATION COUNCIL AND MEYERS NAVE TO INCREASE THE NOT TO EXCEED AMOUNT

**WHEREAS**, on April 20, 2020, per Resolution 2020-02, the Tri-Valley Transportation Council (TVTC) and Meyers Nave, PC (Attorneys) entered into a Legal Services Retainer Agreement (Agreement), whereby Attorneys agreed to provide general legal services for TVTC; and

**WHEREAS**, The Agreement provides 1) a not to exceed amount of thirty-two thousand dollars (\$32,000) which accounts for two years of general counsel services at sixteen thousand dollars (\$16,000) per year; and 2) two (2) one-year extension options; and

**WHEREAS** on August 9, 2022, the TVTC Administrator exercised the first extension option administratively and extended the Agreement until June 30, 2023; and

**WHEREAS**, On September 12, 2022, per Resolution 2022-19, TVTC approved an amendment to increase the not-to-exceed amount under the contract by sixteen thousand dollars (\$16,000) for a total amount of forty-eight thousand dollars (\$48,000) to provide for payment of general counsel services during the first extension term for FY 2022-2023; and

**WHEREAS**, staff recommends increasing the not to exceed amount for general counsel services for FY 22-23 by ten thousand dollars (\$10,000) to account for additional legal services needed during this year; and

**WHEREAS**, TVTC's Administrator intends to exercise the second extension option administratively and extend the Agreement until June 30, 2024; and

**WHEREAS**, the Parties now desire to amend the Agreement 1) to increase the Not to Exceed Amount under the Agreement by twenty-six thousand dollars (\$26,000) for a total amount of seventy-four thousand dollars (\$74,000) for annual general counsel services to pay for additional FY 22-23 legal services and for legal services during the second extension term for FY 23-24.

**NOW THEREFORE BE IT RESOLVED THAT** the Tri-Valley Transportation Council approves the Second Amendment to Legal Services Retainer Agreement, attached hereto and incorporated herein as Attachment 1 (Second Amendment) and authorizes the TVTC Chair to execute the Second Amendment on behalf of the TVTC.

# TRI-VALLEY TRANSPORTATION COUNCIL

**PASSED, APPROVED, AND ADOPTED** at the meeting of April 17, 2023, by the following votes:

**AYES:** Josey, Arnerich, Testa, Anderson, Perkins

**NOES:**

**ABSENT:** Haubert, Kiick

**ABSTAIN:**

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Jean Josey, Chair  
Tri-Valley Transportation Council

**ATTEST:**

DocuSigned by:



Sai Midididdi, TVTC Administrative Staff

# TRI-VALLEY TRANSPORTATION COUNCIL

## SECOND AMENDMENT TO THE LEGAL SERVICES RETAINER AGREEMENT BETWEEN THE TRI-VALLEY TRANSPORTATION COUNCIL AND MEYERS NAVE

THIS SECOND AMENDMENT TO THE LEGAL SERVICES RETAINER AGREEMENT is made as 17<sup>th</sup> day of APRIL 2023 by and between THE TRI-VALLEY TRANSPORTATION COUNCIL ("TVTC"), and MEYERS NAVE, PC ("Attorneys"), (sometimes referred together as the "Parties") who agree as follows:

### RECITALS

**WHEREAS**, on May 3, 2020, TVTC and Attorneys entered into that certain Legal Services Retainer Agreement ("Agreement") whereby Attorneys agreed to provide general legal services to TVTC, as further described in the Scope of Work contained in Exhibit A to the Agreement. A true and correct copy of the Agreement and its exhibits is attached hereto as Exhibit 1 hereto; and

**WHEREAS**, Section 2 of the Agreement provides that TVTC has the option to extend the agreement for two (2) one-year extensions and the TVTC Administrator will exercise the second one-year extension administratively; and;

**WHEREAS**, on September 14, 2022, TVTC and Attorneys entered into the First Amendment to the Agreement to increase the Not to Exceed Amount under the Agreement by \$16,000 to pay for services during the first extension term; and

**WHEREAS**, Section 3 of the Agreement as amended by the First Amendment provides that TVTC will pay Attorneys a "Not to Exceed" Amount of Forty-Eight Thousand dollars (\$48,000) for the services contemplated by the Agreement, which is limited to annual not to exceed amounts of Sixteen Thousand dollars (\$16,000); and

**WHEREAS**, TVTC and Attorneys now desire to amend the Agreement to increase the Not to Exceed Amount under the Agreement by \$26,000 to pay for additional legal services needed during the remainder of the first extension term and for legal services during the second extension term.

**NOW, THEREFORE**, for and in consideration of the promises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TVTC and Attorneys hereby agree to amend the Agreement as follows:

1. All terms which are defined in the Agreement shall have the same meaning when used in this Amendment, unless specifically provided herein to the contrary.
2. Section 3 of the Agreement. The Not to Exceed Amount provided for in Section 3 for annual general counsel services is increased by \$26,000 from \$48,000 to \$74,000.

Attorneys agree this is TVTC's total contribution for payment of costs under the Agreement unless additional payments are authorized in accordance with the terms of the Agreement and said terms of payment are mutually agreed to by and between the parties in writing.

# TRI-VALLEY TRANSPORTATION COUNCIL

All other terms, conditions and provisions in the Agreement remain in full force and effect. If there is a conflict between the terms of this Amendment and the Agreement, the terms of the Agreement will control unless specifically modified by this Amendment.

*[SIGNATURES ON THE FOLLOWING PAGE]*

# TRI-VALLEY TRANSPORTATION COUNCIL

IN WITNESS WHEREOF the parties have executed this Agreement on the dates indicated below, the latest of which shall be deemed the effective date of this Agreement.

## TRI-VALLEY TRANSPORTATION COUNCIL

DATED: 4/26/2023

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By: Jean Josey, TVTC Chair

## Meyers Nave, PC

DATED: 4/21/2023

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By: Steven Mattas, Legal Counsel

## APPROVED AS TO FORM

DATED: 4/21/2023

DocuSigned by:



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By: Sai Midididdi, TVTC Administrator