



June 3, 2019

To: Executive Committee

From: Darrell E. Johnson, Chief Executive Officer

Subject: Amendment to Agreement for Orange County Transportation Authority's General Counsel Legal Services

Overview

On November 24, 2014, the Orange County Transportation Authority Board of Directors approved an agreement with the law firm of Woodruff, Spradlin & Smart to provide general counsel and liability defense services for a five-year initial term and one, five-year option term. An amendment to the existing contract is necessary to exercise the five-year option term of the agreement.

Recommendation

Authorize the Chief Executive Officer to negotiate and execute Amendment No. 5 to Agreement No. C-4-1816 between the Orange County Transportation Authority and Woodruff, Spradlin & Smart, to exercise the five-year option term of the agreement from January 1, 2020 through December 31, 2024, to provide general counsel and liability defense services.

Discussion

The Orange County Transportation Authority (OCTA) contracts with an external law firm to provide general counsel and liability defense services. Current Agreement No. C-4-1816 with Woodruff, Spradlin & Smart has been in place since November 2014.

The scope of services requires Woodruff, Spradlin & Smart to act as the general counsel for OCTA and Los Angeles – San Diego – San Luis Obispo Rail Corridor Agency (LOSSAN) and provide the following legal services: attend all Board of Directors (Board), Board committee, and LOSSAN meetings; offer advice and counsel; review and/or draft documents and contracts; advise on potential conflicts of interest; prepare briefs or opinions; conduct negotiations; litigation; policy development; research, and other related duties requested by the Board or the Chief Executive Officer. The agreement for general counsel and liability

defense services commenced on January 1, 2015 through December 31, 2019, and included one, five-year option term.

Procurement Approach

This procurement was originally handled in accordance with OCTA's Board-approved policies and procedures for professional and technical services and was awarded on a competitive basis. On November 24, 2014, the Board approved a contract with Woodruff, Spradlin & Smart for a five-year initial term with one, five-year option term. Woodruff, Spradlin & Smart has provided excellent service and support to OCTA. As part of the due diligence in deciding whether to exercise the option term, staff reviewed the services provided by Woodruff, Spradlin & Smart with respect to legal issues addressed and general legal services provided. Staff rated Woodruff, Spradlin & Smart's efforts as "above average to excellent" based on the law firm's responsiveness, expert legal knowledge, problem-solving guidance and analysis, and their ability to support OCTA's mission and objectives. Extending the term of the agreement will ensure that OCTA continues to retain a high caliber legal team to provide general counsel and liability defense services.

Fiscal Impact

Funds to exercise the option term will be included in the proposed OCTA Fiscal Year 2019-20 Budget, Finance and Administration Division, Account 1210-7511-A5200-DN6.

Summary

Based on the information provided, staff recommends the Board of Directors authorize the Chief Executive Officer to negotiate and execute Amendment No. 5 to Agreement No. C-4-1816 with Woodruff, Spradlin & Smart, to exercise the option term for general counsel and liability defense services effective January 1, 2020 through December 31, 2024.

Attachment

- A. Woodruff, Spradlin & Smart Agreement No. C-4-1816 Fact Sheet

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