



## Consent Item 11

**TO:** East Bay Community Energy Board of Directors

**FROM:** Howard Chang, COO

**SUBJECT:** Amendment to Legal Services Agreement with Wilson Sonsini Goodrich Rosati

**DATE:** June 19, 2019

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### Recommendation

Approve and delegate authority to the Chief Executive Officer to negotiate and execute an amendment to the Legal Services Agreement with Wilson Sonsini Goodrich Rosati (WSGR) for services related to power procurement. The amendment would increase the contract amount not to exceed \$250,000 and extend the contract term through June 30, 2020.

### Background and Discussion

In October 2018, EBCE executed a Legal Services Agreement with WSGR to provide legal services in the power procurement area. The total compensation under this Agreement was \$100,000. The agreement was intended to cover legal services to support the Oakland Clean Energy Initiative.

The OCEI negotiations have been successful and have included review and negotiation of more than one counterparty related to the OCEI. Given the successful work and experience of WSGR, staff would like to expand the scope of work to include other procurement transaction outside of OCEI and continue to utilize WSGR for the remaining OCEI work that will extend into the new fiscal year.

### Fiscal Impact

The fiscal impact is an increase in budget of \$150,000. Such funds are accounted for in the approved 2018-2019 legal budget and the pending 2019-2020 legal budget.

**Attachment**

- A. Resolution Approving Amended agreement with Wilson Sonsini Goodrich Rosati
- B. Amendment Legal Services Agreement with Wilson Sonsini Goodrich Rosati

**RESOLUTION EBCE R-2019**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE EAST BAY COMMUNITY ENERGY AUTHORITY AUTHORIZING AN AMENDMENT TO THE LEGAL SERVICES AGREEMENT WITH WILSON SONSINI GOODRICH & ROSATI P.C.**

THE BOARD OF DIRECTORS OF THE EAST BAY COMMUNITY ENERGY AUTHORITY DOES HEREBY RESOLVE, DETERMINE, AND ORDER AS FOLLOWS:

Section 1. On October 3, 2018, East Bay Community Energy Authority (“EBCE”) entered into an agreement for legal services related to power procurement and other matters with the law firm Wilson Sonsini Goodrich & Rosati (Legal Service Agreement).

Section 2. The parties desire to amend the Legal Services Agreement to modify the term through June 30, 2020 and to increase the total compensation by \$150,000 to a total not to exceed amount of \$250,000.

Section 3. The CEO is directed to negotiate and execute the First Amendment to Legal Service Agreement, in substantially the form attached to the Agenda Report that accompanied this Resolution, on behalf of the EBCE, and is authorized to take all other actions necessary to implement the Amended Legal Services Agreement.

**ADOPTED AND APPROVED this 19<sup>th</sup> day of June, 2019.**

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Scott Haggerty, Chair

**ATTEST:**

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Stephanie Cabrera, Clerk of the Board

**First Amendment to Legal Services Agreement with  
Wilson Sonsini Goodrich & Rosati P.C.**

This First Amendment to the Agreement with Wilson Sonsini Goodrich Rosati, P.C. for Legal Services (“Amendment”) is made this 7th day of June, 2019, by and between the East Bay Community Energy Authority, a Joint Powers Agency formed under the laws of the State of California (“EBCE”) and Wilson Sonsini Goodrich Rosati, P.C (“WSGR”), for the purposes of adding additional funding. EBCE and WSGR shall be collectively referred to as “Parties.”

**Recitals**

- A. EBCE and WSGR entered into that certain agreement for legal services dated October 3, 2018, wherein WSGR agreed to provide legal services related to power procurement and matters related to the Oakland Clean Energy Initiative.
- B. EBCE desires to continue to use WSGR’s expertise in the area of power procurement, and WSGR has the expertise and manpower available to assist EBCE in this area.

**NOW THEREFORE**, for good and valuable consideration, the amount and sufficiency of which is hereby acknowledged, the Parties agree as follows:

- 1. Section 1 of the Agreement is amended to state the following: The term of this Agreement commences on October 3<sup>rd</sup>, 2018, and will expire on June 30, 2020 unless further extended by written amendment or terminated pursuant to Section 19 of this Agreement.
- 2. Section 3 of the Agreement is amended in part to increase the total compensation of the Agreement to \$250,000 (adding an additional \$150,000).
- 3. Exhibit A is amended to include services related to short term energy procurement transactions taking the form of EEI and WSPP contract forms.
- 4. All other terms and conditions in the Agreement not otherwise modified by this Amendment will remain in full force and effect.

**In witness whereof**, the Parties have entered into this Amendment on the date written above.

East Bay Community Energy Authority,  
A Joint Powers Authority

Wilson Sonsini Goodrich Rosati  
A Professional Corporation

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Scott Haggerty  
Chair of the Board of Directors

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Peter Mostow  
Partner