



DATE: November 29, 2011

TO: Governing Board, Intermodal Container Transfer Facility Joint Powers Authority

FROM: Douglas A. Thiessen, Executive Director

SUBJECT: First Amendment to Contract with Sohagi Law Group, PLC

The proposed amendment to the contract with the Sohagi Law Group, PLC is for continued outside counsel legal services which will include specialized legal advice regarding compliance with the California Environmental Quality Act (CEQA), the Clean Air Act and other environmental matters as required for the Intermodal Container Transfer Facility (ICTF) Modernization Project. The Agreement provides for legal review of all environmental documents and liaison with Environ International Corporation (Environ), consultant for the preparation of the Environmental Impact Report (EIR).

The ICTF JPA has entered into a one-year, \$150,000 contract with Sohagi for legal support services related to the preparation of the EIR. The proposed contract amendment will continue these services during the remaining preparation of the EIR document and review process.

It is recommended that the Governing Board approve the execution of the proposed contract amendment with the Sohagi Law Group, PLC extending the contract from one year to three years and increasing the maximum payable amount from \$150,000 to \$315,000.

It is also recommended that the Board make the following finding:  
"The Board finds the activity is administrative activity that will not result in direct or indirect physical changes in the environment, and, as such, is not a "project" as defined by CEQA Guidelines section 15378."

Douglas A. Thiessen  
Executive Director

FIRST AMENDMENT TO AGREEMENT BETWEEN  
THE INTERMODAL CONTAINER TRANSFER FACILITY  
JOINT POWERS AUTHORITY AND  
SOHAGI LAW GROUP PLC

This First Amendment to Agreement dated for reference purposes as of November 29, 2011, is entered into between the INTERMODAL CONTAINER TRANSFER FACILITY JOINT POWERS AUTHORITY, a Joint Powers Authority ("ICTF") and SOHAGI LAW GROUP, A Professional Law Corporation ("Outside Counsel" or "Consultant")

WHEREAS, ICTF and Outside Counsel have entered into an Agreement dated September 1, 2011 for Outside Counsel to provide legal services to ICTF ("Agreement"); and

WHEREAS, the Agreement was authorized by the Executive Director for a term of one year and compensation of \$150,000; and

WHEREAS, the parties desire to increase the term and compensation of the Agreement as provided for herein.

NOW, THEREFORE, IT IS MUTUALLY AGREED that the Agreement is hereby amended as follows:

1. Article III, "TERM OF AGREEMENT," is amended to increase the term of this Agreement from a period of one year to a period of three years, by deleting the previous provision and replacing it with the following provision:

"The term of this Agreement shall be a period of three (3) years, beginning on September 3, 2011 and shall continue until September 2, 2014, unless terminated earlier under the provisions of this Agreement."

2. Subsection A of Article IV, "COMPENSATION," is amended by increasing the maximum payable under this Agreement from One Hundred Fifty Thousand Dollars (\$150,000) to Three Hundred Fifteen Thousand Dollars (\$315,000).

Except as amended herein, all remaining terms and conditions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this First Amendment to Agreement on the date to the left of their signatures.

*(Signature page follows)*

THE INTERMODAL CONTAINER  
TRANSFER FACILITY JOINT POWERS  
AUTHORITY, a Joint Powers Authority

Dated: \_\_\_\_\_

By \_\_\_\_\_  
Douglas Thiessen,  
Executive Director

Attest: \_\_\_\_\_

\_\_\_\_\_  
(Print/type name and title)

SOHAGI LAW GROUP PLC  
A Professional Corporation

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
Margaret Moore Sohagi  
Principal

APPROVED AS TO FORM AND LEGALITY  
\_\_\_\_\_, 20\_\_

\_\_\_\_\_  
THOMAS A. RUSSELL,  
ICTF General Counsel