



DATE: December 10, 2014

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

FROM: Douglas A. Thiessen, Executive Director

SUBJECT: First Amendment to Contract with the 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 previously entered into a one-year, \$150,000 contract with Sohagi for legal support services related to the preparation of the EIR and a contract extension from one year to three years and a financial total of \$450,000. The agreement expired September 2, 2014. At the time of expiration Sohagi had approximately \$213,890 remaining in the budget under the previous contract. On November 5, 2014 the JPA entered into a new one-year agreement with Sohagi in the amount of \$150,000.

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 \$236,800, the estimated amount required to complete the scope of work set forth in the contract.

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  
THE SOHAGI LAW GROUP, PLC

This First Amendment to Agreement dated for reference purposes as of December 10, 2014, is entered into between the INTERMODAL CONTAINER TRANSFER FACILITY JOINT POWERS AUTHORITY, a Joint Powers Authority ("ICTF") and THE SOHAGI LAW GROUP, a Professional Law Corporation, whose address is 11999 San Vicente Boulevard, Suite 150, Los Angeles, California 90049-5136 ("Outside Counsel" or "Consultant").

WHEREAS, ICTF and Outside Counsel entered into an Agreement dated November 5, 2014 ("Agreement") for Outside Counsel to provide professional, legal services to assist the ICTF with the ICTF Modernization Project ("Project"), for a term of one year and maximum compensation of \$150,000; and

WHEREAS, the parties desire to increase the term to three (3) years and the compensation for Outside Counsel services under the Agreement to a maximum compensation of \$236,800 as provided herein.

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

1. Section III Effective Date and Term of the Agreement, is deleted in its entirety and replaced by the following provision:

"The term of this Agreement shall be a period of three (3) years, commencing on November 5, 2014 and terminating on November 4, 2017, unless terminated earlier under the provisions of this Agreement."

2. Section V.A. Compensation and Payment, is amended to increase the compensation by \$86,800 from \$150,000 to \$236,800, by deleting the previous provision and replacing it with the following provision:

"As compensation for the satisfactory performance of the services required by this Agreement, ICTF JPA shall pay Outside Counsel for the services performed by Outside Counsel which are reasonably necessary on a time and materials basis. The maximum payable under this Agreement, including reimbursable expenses, shall not exceed Two Hundred Thirty Eight Thousand Eight Hundred Dollars (\$236,800), without prior written amendment."

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

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

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

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

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

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

THE SOHAGI LAW GROUP,  
a Professional Law Corporation

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

By: \_\_\_\_\_  
\_\_\_\_\_  
Print Name and Title

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

APPROVED AS TO FORM AND LEGALITY  
\_\_\_\_\_, 2014

\_\_\_\_\_  
JANNA B. SIDLEY,  
ICTF General Counsel