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## Alameda Corridor Transportation Authority

February 17, 2022

<b>To:</b>	Governing Board
<b>From:</b>	Heather M. McCloskey, Co-General Counsel David Albers, Co-General Counsel
<b>Subject:</b>	1) <i>Approve Legal Services Agreement with Sheppard, Mullin, Richter &amp; Hampton LLP; and</i> 2) <i>Terminate Agreement No. C0882 with Polsinelli LLP</i>

### Recommendations:

- 1) Approve the proposed legal services agreement with Sheppard, Mullin, Richter & Hampton LLP, for a term to June 30, 2023, and a budget of \$120,000, and authorize the Chief Executive Office to execute the Agreement on behalf of ACTA; and
- 2) Terminate Agreement No. C0882 with Polsinelli LLP and authorize the Chief Executive Officer to provide written notice to the firm of the Board's election to cancel and terminate the agreement.

### Discussion:

The proposed agreement with Sheppard, Mullin, Richter & Hampton LLP ("Sheppard Mullin") is recommended in order to maintain the professional services provided by Tim Reimers, an attorney who will be transferring from Polsinelli LLP ("Polsinelli") to Sheppard Mullin by the end of this month. Mr. Reimers has provided real estate and public finance services to ACTA since approximately 2004. Mr. Reimers is currently serving ACTA as disclosure counsel for a planned bond transaction and is assisting ACTA in various real estate transfers as part of the ownership "clean up" process along the rail corridor. The Polsinelli agreement was approved by the ACTA Board in June 2018, and with the transfer of Mr. Reimers to a new firm, the agreement is no longer required. The proposed agreement with Sheppard Mullin contains the same terms and rates as the Polsinelli agreement, with a term to June 30, 2023 and a proposed not-to-exceed budget of \$120,000, reflecting the same term and remaining budget for the Polsinelli agreement.

ACTA Co-Counsel and ACTA staff recommend retaining Sheppard Mullin in order to continue access to Mr. Reimer's expertise in a variety of ACTA matters and general knowledge of ACTA's operations. Over the past eighteen years, Mr. Reimers has provided ACTA with excellent legal services in real estate matters and public finance, including annual continuing disclosure services.



Upon approval of the proposed agreement, Mr. Reimers will continue to work on present projects and be available for future services as may be needed from time to time.

It is also recommended that the Board approve termination of the agreement with Polsinelli in accordance with its terms, which allows the Board to cancel and terminate the agreement with 10-days written notice to the firm. The Board's approval to terminate the agreement will authorize the Chief Executive Officer to issue a written notice of termination to the firm. The termination letter should also include a request that the firm transfer all of ACTA's client files to Sheppard Mullin.

In the event the Board elects not to approve the proposed agreement to Sheppard Mullin, there are other firms in ACTA's law firm pool which could be requested to provide real estate services, and future public finance work. However, at present Mr. Reimers is providing disclosure counsel services to ACTA for a planned upcoming bond transaction and switching to another firm at this time may result in time delays to bring another firm onto the team. It is also expected that Mr. Reimers would provide legal services for ACTA's annual continuing disclosure obligations starting in March, and with his long-term knowledge and expertise with ACTA's operations, these services can be provided by him in a timely and efficient manner.

**Budget Impact:**

The proposed budget for the agreement with Sheppard Mullin is \$120,000. This represents the remaining fiscal year budget allocation of \$40,000 from the Polsinelli agreement and an expected FY22-23 budget allocation of \$80,000.

Funding for services that may be provided by Sheppard Mullin during the current fiscal year were included in the FY21-22 Program Budget. The budget allocation for the agreement will be requested in the upcoming fiscal year budget approval process.

**Co-General Counsel Review:**

ACTA's Co-General Counsel has reviewed and approved the proposed Agreement as to form.

Transmittals:

Transmittal 1 – Proposed agreement with Sheppard, Mullin, Richter & Hampton LLP