



Southeastern
Economic
Development
Corporation

Memorandum

Date Issued: September 3, 2010

Item No. 10c – Report No. 10-036

T 619.527.7345

Meeting of: September 8, 2010

F 619.262.9845

www.sedcinc.com

To: Chair and Members of the Board of Directors

From: Brian L. Trotier, Acting President/CEO

Subject: Approve the First Amendment to the Agreement with Stutz Artiano Shinoff & Holtz

RECOMMENDATION

Staff Recommendation - That the Board of Directors approves the First Amendment to the agreement with Stutz Artiano Shinoff & Holtz (SASH) for legal services in the amount of One Hundred Eighty Thousand Dollars (\$180,000) for a total contract amount not to exceed \$360,000

Fiscal Impact – Eighty Thousand Dollars (\$80,000) of the additional funds for the Corporate General Counsel were approved as part of the SEDC FY 2010/11 budget. The One Hundred Thousand Dollars (\$100,000) balance of additional funds being authorized will be included in the FY2011/12 budget.

BACKGROUND

In February 2009 the corporation entered into a contract with SASH to serve as SEDC's corporate legal counsel for a period of 3 years. The scope of work under the contract includes:

- The Consultant will provide legal analysis, preparation of reports, assistance, recommendations, and correspondence on general corporate personnel matters, as well as compliance with existing Federal and State Employment Laws;
- The Consultant shall attend meetings of the Board of Directors and The Executive Committee of the Board of Directors, the City Council/Redevelopment Agency meetings and other meetings as-needed;
- The Consultant shall advise the Corporation on all matters surrounding Intellectual Property Rights;

- The Consultant shall assistance, advice and guidance in the conduct of all public meetings, the maintenance of all public records, and the preparation of legal documentation by SEDC in order to comply with the following, as applicable:
 - Ralph M. Brown Act and statutes regulating public meetings;
 - Fair Political Practices Commission Regulations;
 - Non-Profit Corporation Code;
 - Political Reform Act of 1974;
 - Public Records Act;
 - City of San Diego Ethics Commission; and
 - City of San Diego Charter.

- The Consultant shall coordinate with the City Attorney's Office which acts as Corporate General Counsel to the Redevelopment Agency as well as Special Agency Counsel who represents the Agency as to redevelopment matters.

SASH has provided and continues to provide the Corporation with solid legal service during a time of great change. However, due to the number, complexity, and variety of legal activities, many of which were not contemplated when the original contract was approved, SASH's current contract burn rate has exceeded the amount initially anticipated. The original contract for legal services is due to expire June 30, 2012 and this Amendment will cover the remaining timeframe of the 3-year contract.



Submitted/Approved by
Brian L. Trotter
Acting President/CEO

BLT:kk

Attachment – First Amendment to the Agreement with Stutz Artiano Shinoff & Holtz

SOUTHEASTERN ECONOMIC DEVELOPMENT CORPORATION
FIRST AMENDMENT TO AN AGREEMENT
FOR CONSULTING SERVICES WITH STUTZ ARTIANO SHINOFF & HOLTZ
ORIGINALLY DATED MARCH 1, 2009

Between the Corporation: SOUTHEASTERN ECONOMIC DEVELOPMENT CORPORATION
404 Euclid Avenue, Suite 221
San Diego, CA 92114

And the Consultant: STUTZ ARTIANO SHINOFF & HOLTZ
2488 Historic Decatur Road, Suite 200
San Diego, CA 92106

1. Any statement in this document will take precedence over any similar or related items in the original Agreement. All other provisions of the original Agreement remain in force.
2. Amendment. Certain provisions of the Agreement are amended as follows:

The total compensation for all services performed pursuant to this First Amendment is increased from One Hundred Eighty Thousand Dollars (\$180,000), to One Hundred Eighty Thousand Dollars (\$180,000) for an increase not to exceed Three Hundred Sixty Thousand Dollars (\$360,000).

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed on _____, 2010.

CORPORATION:
SOUTHEASTERN ECONOMIC DEVELOPMENT CORPORATION
A public entity organized as a California Nonprofit Public Benefit Corporation

CONSULTANT:
STUTZ ARTIANO SHINOFF & HOLTZ

By: _____
Brian L. Trotier
Acting President/CEO

By: _____
Leslie Devaney
Partner

Date: _____

Date: _____