

**EXHIBIT A
FIRST AMENDMENT TO THE
AGREEMENT FOR LEGAL SERVICES
FOR THE CITY OF SEAL BEACH AND
THE REDEVELOPMENT AGENCY
OF THE CITY OF SEAL BEACH DATED JUNE 25, 2007**

That certain agreement for legal services dated June 25, 2007 between the City of Seal Beach, the Redevelopment Agency of the City of Seal Beach and Richards, Watson & Gershon ("Agreement") is hereby amended as follows, to be effective as of July 1, 2018:

1. All references in the Agreement to the "Redevelopment Agency of the City of Seal Beach" shall be changed to "Successor Agency to the Redevelopment Agency of the City of Seal Beach."
2. Section 2, "City Attorney and Redevelopment Agency Counsel" is hereby amended in its entirety to read as follows:

"Craig Steele is designated as the City Attorney, and counsel to the Successor Agency to the Redevelopment Agency of the City of Seal Beach and other City agencies and authorities. The parties understand and agree that the Firm may, from time to time, utilize other attorneys within the Firm to assist Mr. Steele in the performance of legal services."
3. Exhibit A to the Agreement is amended and replaced with the attached Exhibit A, which is incorporated into the Agreement by this reference. Underlined text is added, text shown in ~~striketrough~~ is deleted.
4. Every provision of the Agreement not changed by this First Amendment shall remain in full force and effect.

IN WITNESS WHEREOF, the duly authorized representatives of the parties have caused this Agreement to be executed as of the dates indicated below.

[SIGNATURES ON FOLLOWING PAGE]

CITY OF SEAL BEACH AND SUCCESSOR
AGENCY TO THE REDEVELOPMENT
AGENCY OF THE CITY OF SEAL BEACH

DATE: July 23, 2018

By _____
MIKE VARIPAPA, MAYOR

ATTEST:

ROBIN . ROBERTS, MMC, CITY CLERK

RICHARDS, WATSON & GERSHON
A Professional Corporation

By _____
KAYSER O. SUME, CHAIRMAN

EXHIBIT A

SCOPE OF SERVICES AND APPLICABLE BILLING RATES

1. GENERAL LEGAL SERVICES

The general legal services to be provided by the Firm shall include:

- a. Provide routine legal assistance, advice and consultation to the City Council, Agency and to City and Agency staff, which do not fall within the categories of services listed below in Sections 2, 3, 4 and 5, relating to land use, CEQA, general municipal law issues, routine real estate matters, routine issues arising from franchises, enforcement of the Municipal Code, potential tort liability and risk management;
- b. Prepare and review legal opinions, ordinances, resolutions, agreements and related documents;
- c. Review environmental documents;
- d. Provide legal assistance and advice relating to routine personnel and employment matters, including the drafting of employment agreements;
- e. Attend all regular meetings of the City Council, Redevelopment Agency Board, Planning Commission, and such other commission meetings as may from time to time be specified by the City;
- f. Monitor pending state and federal legislation and regulations, and new case law, as appropriate;
- g. Monitor services provided by special legal counsel;
- h. Conduct training sessions for City Officials regarding the Brown Act, Political Reform Act and ethics;
- i. Attend office hours six hours a week; and
- j. Perform additional general legal services as may be requested by the City Council, Agency Board, City Manager or Executive Director.

The general legal services specified in this Section shall be provided pursuant to a retainer in the sum of ~~\$20,000~~ \$20,500 per month. In the event City requires more than 100 hours of general legal services in any three consecutive months, City Manager and City Attorney will confer as to whether certain general services should be treated as Special Services pursuant to Section 3i.

2. ADDITIONAL SERVICES

The following services shall be considered Additional Services and shall not be included within the category of General Services:

- a. Litigation matters and insurance coverage disputes;
- b. Environmental Legal Services (beyond those specified as general legal services), including but not limited to legal services performed in connection with the preparation of environmental impact reports.
- c. Real Estate Services (beyond the routine real estate matters specified as general legal services) such as the preparation and review of complex leases and purchase and sale agreements and services performed in connection with the sale or acquisition of property by purchase, lease, eminent domain or otherwise;
- d. Legal Services performed in connection with federal, state and local taxation;
- e. Franchise Negotiations and drafting of franchise agreements;
- f. Legal Services performed in connection with sand replenishment;
- g. Redevelopment Agency Legal Services; and
- h. Any other matters specifically approved by the City Council.

The additional services specified above shall be billed at the regular hourly rate of the attorney or attorneys providing such services, with a 15% discount. The determination as to whether a particular matter or assignment is to be considered additional services, as opposed to general legal services, will be made jointly by the City Attorney and the City Manager.

3. SPECIAL SERVICES

The following services shall be considered Special Services and shall not be included within the category of General Services:

- a. Labor Relations, Personnel and Employment Advice, (beyond those specified as general legal services), including advice relating to labor relations matters, personnel and employment matters and negotiation of memoranda of understanding;
- b. Police Legal Services matters;
- c. Nuisance abatement;
- d. Preparation of Charter amendments;
- e. Preparation of the Zoning code;

- f. Preparation of Municipal Code amendments;
- g. Preparation of the City's Local Coastal Plan;
- h. Legal Services performed in connection with any election; and
- i. If approved by the City Manager, any legal services performed in connection with a project that would otherwise be general services but, due its complexity or duration, is a special service.

The special services specified above shall be billed at the hourly rate of ~~\$300~~ \$310. Commencing July 1, ~~2010~~ 2019, and every year thereafter, the hourly rate for special services shall automatically increase by the annual percentage increase in the salaries the City pays to its management employees.

4. EXTRAORDINARY SERVICES

The following services shall be considered Extraordinary Services and shall not be included within the category of General Services:

- a. Bond Counsel, Disclosure Counsel, Issuer's Counsel and Similar Services;
- b. Legal Services performed in connection with the proposed development of major property in the City, including but not limited to the property commonly known as the DWP site, including review of environmental documents prepared in connection therewith;
- c. Legal Services performed in connection with special assessments; and
- d. Legal Services performed in connection with hazardous and toxic waste, including but not limited to work related to compliance with state and federal pollution control standards such as the National Pollution Discharge Elimination System (NPDES) permit program.

The additional services specified above shall be billed at the regular hourly rate of the attorney or attorneys providing such services. Bond counsel, disclosure counsel, issuer's counsel and similar services shall be compensated at the Firm's then current standard hourly rates, not to exceed a cap which the City Manager believes would be a standard fee for a similar sized transaction of equal complexity.

5. CITY PROSECUTOR SERVICES

The Firm shall perform criminal prosecutions of Municipal Code violations at the hourly rate of ~~\$165.00~~ \$175.00.