

VALLEY CLEAN ENERGY ALLIANCE

Staff Report – Item 12

TO: Board of Directors

FROM: Mitch Sears, Executive Officer
Edward Burnham, Director of Finance and Internal Operations

SUBJECT: First Amendment to the Richards, Watson, and Gershon Agreement for General Legal Counsel

DATE: December 12, 2024

RECOMMENDATION

Adopt a resolution approving the First Amendment to the Agreement with Richards, Watson and Gershon (RWG) for general legal counsel services extending the term two (2) years expiring December 31, 2026.

BACKGROUND & DISCUSSION

In March 2021, staff released an RFP seeking proposals for general legal counsel services for VCE. After a thorough review and interview process, in June 2021 via Resolution 2021-014 the Board entered into an Agreement with Richards, Watson, and Gershon (RWG) to provide general legal counsel services. The Agreement expires on December 31, 2024.

VCE Staff are recommending to continue general counsel services with RWG for an additional two (2) years based on RWG's performance, familiarity with VCE and its customer base, and competitive market rates for services. Since the original Agreement was multi-year, the hourly rates within Exhibit C – Compensation have been updated in recognition of the recent inflationary period (fixed rates since 2021; 8.3% increase in recommended extension). Note: Yolo County Counsel will continue to serve as VCE co-general counsel on a limited basis to maintain continuity.

Staff is recommending approval of the attached First Amendment to the Agreement extending the term two (2) years for a new expiration date of December 31, 2026; an updated Exhibit C – Compensation; and, authorization for the Executive Officer, in consultation with legal counsel, to execute and sign the First Amendment.

Attachments

1. First Amendment to RWG Agreement
2. Resolution 2024-XXX

**FIRST AMENDMENT TO THE AGREEMENT
BETWEEN VALLEY CLEAN ENERGY ALLIANCE AND
RICHARDS, WATSON AND GERSHON
FOR GENERAL COUNSEL LEGAL SERVICES**

This First Amendment to Agreement for Legal Services (First Amendment) is made and entered into as of _____, 2024, by and between **Valley Clean Energy Alliance**, a Joint Powers Authority organized and operating under the laws of the State of California (“VCE”), and **Richards, Watson and Gershon**, a Professional Corporation (“Law Firm”). VCE and Law Firm are sometimes referred to as “Party” and collectively as “Parties” in this Agreement.

RECITALS

WHEREAS, VCE and Law Firm entered into the Agreement for Legal Services effective June 11, 2021 through December 31, 2024.

WHEREAS, VCE and Law Firm desire to amend the Agreement to extend the term for an additional two years and revise the hourly rates.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. **Term.** The term of the Agreement is hereby extended to December 31, 2026.
2. **Compensation.** Exhibit C to the Agreement is hereby replaced in its entirety by Exhibit C as attached to this Amendment.
3. Except as amended by this First Amendment, all other provisions of the Agreement will remain in full force and effect.
4. If any portion of this First Amendment is declared invalid, illegal, or otherwise unenforceable by a court of competent jurisdiction, the remaining provisions shall continue in full force and effect.

[Signatures on following page]

**SIGNATURE PAGE FOR FIRST AMENDMENT TO THE AGREEMENT
BETWEEN VALLEY CLEAN ENERGY ALLIANCE AND RICHARDS, WATSON AND GERSHON
FOR GENERAL COUNSEL LEGAL SERVICES**

IN WITNESS WHEREOF, the Parties have entered into this First Amendment as of the _____
day of _____ 2024.

VALLEY CLEAN ENERGY ALLIANCE

RICHARDS, WATSON AND GERSHON

By: _____
Mitch Sears
Executive Officer

By: _____
Inder Khalsa
Shareholder

EXHIBIT C
COMPENSATION

Shareholders and Senior Attorneys	\$325 per hour
Associates	\$275 per hour

All paralegal time will be billed at \$200 an hour.

VALLEY CLEAN ENERGY ALLIANCE

RESOLUTION NO. 2024- _____

**A RESOLUTION OF THE BOARD OF DIRECTORS OF VALLEY CLEAN ENERGY ALLIANCE
APPROVING FIRST AMENDMENT TO THE RICHARDS, WATSON AND GERSHON
AGREEMENT FOR GENERAL LEGAL COUNSEL AND AUTHORIZING THE EXECUTIVE
OFFICER IN CONSULTATION WITH LEGAL COUNSEL TO EXECUTE
AND SIGN THE FIRST AMENDMENT**

WHEREAS, the Valley Clean Energy Alliance (“VCE”) was formed as a community choice aggregation agency (“CCA”) on November 16, 2016, under the Joint Exercise of Power Act, California Government Code sections 6500 et seq., among the County of Yolo, and the Cities of Davis and Woodland, to reduce greenhouse gas emissions, provide electricity, carry out programs to reduce energy consumption, develop local jobs in renewable energy, and promote energy security and rate stability in all of the member jurisdictions. The City of Winters, located in Yolo County, was added as a member of VCE and a party to the JPA in December of 2019; and,

WHEREAS, on June 10, 2021 via Resolution 2021-014, VCE entered into an Agreement with Richards, Watson and Gershon (RWG) for general legal counsel for a term expiring December 31, 2024; and

WHEREAS, both VCE and RWG agree to continue with RWG’s services for an additional two (2) years and update the hourly rates (Exhibit C).

NOW, THEREFORE, the Board of Directors of the Valley Clean Energy Alliance resolves as follows:

1. Approval of the attached First Amendment to the Agreement with Richards, Watson and Gershon for general legal counsel extending the term to December 31, 2026; replacing in its entirety Exhibit C with revised hourly rates; and, authorize the Executive Officer, in consultation with legal counsel, to execute and sign the First Amendment to the Agreement.

ADOPTED, this _____ day of _____, 2024, by the following vote:

AYES:
NOES:
ABSENT:
ABSTAIN:

Lucas Frerichs, VCE Chair

Alisa M. Lembke, VCE Board Secretary
Attachment A: First Amendment to RWG Agreement

ATTACHMENT A

**FIRST AMENDMENT TO THE AGREEMENT
BETWEEN VALLEY CLEAN ENERGY ALLIANCE AND
RICHARDS, WATSON AND GERSHON**