VALLEY CLEAN ENERGY ALLIANCE

Staff Report – Item 12

TO: Board of Directors

FROM: Mitch Sears, Chief Executive Officer
Edward Burnham, Chief Financial Officer

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

DATE: November 12, 2026

RECOMMENDATION

Adopt a resolution approving the Second Amendment to the Agreement with Richards, Watson and Gershon (RWG) for general legal counsel services extending the term two (2) years expiring December 31, 2028, replacing Exhibit C, and authorizing the Chief Executive Officer to execute and sign the Second Amendment.

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. On The Agreement expires on December 31, 2024. On December 12, 2024 via Resolution 2024-016, Amendment One (1) to the Agreement was approved by the Board extending the term two (2) years for a new expiration date of December 31, 2026 and replaced Exhibit C with updated hourly rates.

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. The original Agreement and Amendment One (1) were multi-fiscal year. 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 Second Amendment to the Agreement extending the term two (2) years for a new expiration date of December 31, 2028; replacing Exhibit C – Compensation in its entirety with revised hourly rates; changing compensation from a fiscal year to a calendar year; and, authorizing the Chief Executive Officer, in consultation with legal counsel, to execute and sign the Second Amendment.

Attachments:

1. Second Amendment to RWG Agreement
2. Resolution 2026-XXX

SECOND AMENDMENT TO THE AGREEMENT

BETWEEN VALLEY CLEAN ENERGY ALLIANCE AND

RICHARDS, WATSON AND GERSHON

FOR GENERAL COUNSEL LEGAL SERVICES

This Second Amendment to Agreement for Legal Services ("Second Amendment") is made and entered into as of _____ 2026, 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 (the "Agreement") effective June 11, 2021 through December 31, 2024.

WHEREAS, VCE and Law Firm amended the Agreement via Amendment One (1) on December 12, 2024 extending the term two (2) years set to expire December 31, 2026 and revising the hourly rates.

WHEREAS, VCE and Law Firm desire to amend the Agreement to extend the term for an additional two years, revise the hourly rates, and replace the reference to fiscal year with calendar year.

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, 2028.

2. **Compensation.** Exhibit C to the Agreement is hereby replaced in its entirety by Exhibit C as attached to this Second Amendment.

3. The reference to "fiscal year" in Section 4.1 of the Agreement is hereby deleted and replaced with "calendar year".

4. Except as amended by this Second Amendment, all other provisions of the Agreement will remain in full force and effect.

5. If any portion of this Second Amendment is declared invalid, illegal, or otherwise unenforceable by a court of competent jurisdiction, the remaining provisions shall continue in full force and effect.

SIGNATURE PAGE FOR SECOND 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 Second Amendment as of the _____ day of _____ 2026.

VALLEY CLEAN ENERGY ALLIANCE

By: _____

Mitch Sears
Chief Executive Officer

RICHARDS, WATSON AND GERSHON

By: _____

Inder Khalsa
Shareholder

EXHIBIT C

COMPENSATION

Shareholders and Senior Attorneys	**$350 per hour**
Associates	**$300 per hour**

All paralegal time will be billed at $275 an hour.

VALLEY CLEAN ENERGY ALLIANCE

RESOLUTION NO. 2026-___

A RESOLUTION OF THE BOARD OF DIRECTORS OF VALLEY CLEAN ENERGY ALLIANCE APPROVING SECOND AMENDMENT TO THE RICHARDS, WATSON AND GERSHON AGREEMENT FOR GENERAL LEGAL COUNSEL AND AUTHORIZING THE CHIEF EXECUTIVE OFFICER IN CONSULTATION WITH LEGAL COUNSEL TO EXECUTE AND SIGN THE SECOND 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, on December 12, 2024 via Resolution 2024-016, Amendment One (1) to the Agreement was approved by the Board extending the term two (2) years for a new expiration date of December 31, 2026 and replaced Exhibit C with updated hourly rates.

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

1. Approve the attached Second Amendment to the Agreement with Richards, Watson and Gershon for general legal counsel extending the term to December 31, 2028; replacing in its entirety Exhibit C with revised hourly rates; changed compensation from a fiscal year to a calendar year; and, authorize the Chief Executive Officer, in consultation with legal counsel, to execute and sign the Second Amendment to the Agreement.

PASSED, APPROVED, AND ADOPTED, at a regular meeting of Valley Clean Energy Alliance, held on the ___ day of _____ 2026 by the following vote:
AYES:
NOES:
ABSENT:
ABSTAIN:

_____
Jesse Loren, VCE Chair

_____
Alisa M. Lembke, VCE Board Secretary
Attachment: Second Amendment to RWG Agreement