

**THIS STAFF REPORT COVERS CALENDAR ITEM NO.: 7.2**  
**FOR THE MEETING OF:** September 9, 2010

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Authorize the Executive Director to amend the Professional Services Agreement with Sheppard, Mullin, Richter & Hampton LLP to provide legal counsel related to retail analysis for an additional year, with no change in maximum compensation.

**EXPLANATION:**

The Transbay Transit Center will be a major transportation hub serving tens of thousands of travelers, commuters and residents on a daily basis. The TJPA wishes to achieve significant retail destination status for the new Center. A retail consultant under the Pelli Clarke Pelli architectural contract has been working directly with TJPA and the architect to determine an appropriate mix of retail that is viable, contributes to operational revenues, and effectively co-exists with transit operations.

To assist in these efforts, last September TJPA entered into an agreement with Sheppard, Mulling, Richter & Hampton LLP, specialized legal counsel with experience in complex master-lease retail and mixed-use development projects. The firm has been providing services for the past year such as assisting in assessing whether a Request for Qualifications and/or Request for Proposals for entities to enter into a Master Lease Agreement and/or Operating Contract associated with the retail opportunities in and around the Transbay Transit Center would be advisable to the TJPA, and drafting an initial Request for Qualifications. Future services will include working with the TJPA and the retail consultant to finalize the RFQ/RFP, evaluation of responses, negotiation of Master Lease Agreement and/or Operating Contract, and evaluation of opportunities for public and/or private financing for capital costs for Public Park and Retail construction costs.

The contract is for a maximum of \$200,000, of which 17 percent has been billed thus far. The contract had an initial one year term with an option to extend for one year. The initial term concludes on September 10.

**RECOMMENDATION:**

Authorize the Executive Director to amend the Professional Services Agreement with Sheppard, Mullin, Richter & Hampton LLP to provide legal counsel related to retail analysis for an additional year, with no change in maximum compensation.

**ENCLOSURES:**

1. Resolution
2. Agreement

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**Resolution No. \_\_\_\_\_**

WHEREAS, The Transbay Joint Powers Authority (TJPA) wishes to achieve significant retail destination status for the new Transbay Transit Center; and

WHEREAS, The TJPA desires to retain specialized legal counsel with experience in complex master-lease retail and mixed-use development projects; and

WHEREAS, In September 2009 the TJPA entered into an agreement with Sheppard, Mullin, Richter & Hampton LLP, providing for a term of one year and compensation not to exceed \$200,000, and further providing the TJPA with an option to extend the agreement for an additional year with the agreement of Sheppard, Mullin, Richter & Hampton LLP; and

WHEREAS, The TJPA now desires to extend the agreement for an additional year, without changing the scope or compensation under the agreement; and

WHEREAS, Sheppard, Mullin, Richter & Hampton LLP has indicated their agreement with this extension; now, therefore, be it

RESOLVED, That the TJPA Board of Directors authorizes the Executive Director to execute the Amendment to the Professional Services Agreement with Sheppard, Mullin, Richter & Hampton LLP to provide legal counsel related to retail analysis for an additional year, with no change in maximum compensation.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of September 9, 2010.

\_\_\_\_\_  
Secretary, Transbay Joint Powers Authority

**Amendment No. 01**  
**Professional Services Agreement between**  
**the Transbay Joint Powers Authority and**  
**Sheppard Mullin Richter & Hampton LLP**

THIS Amendment No. 1 to the Professional Services Agreement to furnish retail counsel services dated September 10, 2009 ("Agreement") is entered into as of the \_\_\_\_\_ day of \_\_\_\_\_, 2010 in San Francisco, California, by and between **Sheppard Mullin Richter & Hampton LLP** ("Contractor"), and the **Transbay Joint Powers Authority** ("Authority").

The TJPA and Contractor desire to extend the term of the Agreement without changing the scope, price, or deliverables under the Agreement. The TJPA and Contractor agree to amend Section 2 of the Agreement in its entirety to read as follows:

**2. Term of the Agreement.**

Subject to Section 1, the term of this Agreement shall be for two years from the Effective Date of the Agreement, as described in Section 3 below.

All other provisions of the Agreement shall remain in full force and effect. In particular, there shall be no change to the maximum compensation described in Section 5 of the Agreement.

**TRANSBAY JOINT POWERS  
AUTHORITY**

\_\_\_\_\_  
Maria Ayerdi  
Executive Director

Transbay Joint Powers Authority  
Board of Directors  
Resolution No. \_\_\_\_\_  
Adopted: \_\_\_\_\_  
Attest:

\_\_\_\_\_  
Secretary, TJPA Board

**CONTRACTOR**

**Sheppard Mullin Richter & Hampton LLP**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Tax Identification Number