



# Memorandum

**TO:** HONORABLE MAYOR  
AND CITY COUNCIL

**FROM:** Nora Frimann  
City Attorney

**SUBJECT:** SEE BELOW

**DATE:** May 30, 2024

**SUBJECT: AMENDMENT TO AGREEMENT WITH RICHARDS, WATSON & GERSHON FOR LEGAL SERVICES RELATED TO COMPLEX REAL ESTATE DEVELOPMENT AND PLANNING**

## **RECOMMENDATION**

Adopt a resolution authorizing the City Attorney to negotiate and execute a Ninth Amendment to the Agreement with Richards, Watson & Gershon for legal services related to complex real estate development and planning, extending the term of the Agreement from June 30, 2024 to June 30, 2025, with no increase in the maximum amount of compensation.

## **OUTCOME**

Execution of the amendment with Richards, Watson & Gershon ("RWG") to extend the term through June 30, 2025 will allow the firm to continue to provide legal services related to complex real estate and planning projects in the City of San José ("City").

## **BACKGROUND**

On July 21, 2017, the City Attorney's Office issued a Request for Qualifications ("RFQ") for Real Estate Development Counsel, seeking one or more firms with expertise in complex real estate development to assist the City Attorney's Office with the negotiation and drafting of an agreement for the sale or ground lease of City-owned property for the potential construction of a mixed-use, transit-oriented development, including office and research and development space in the Diridon Station Area. Three responses to the RFQ were received.

On December 4, 2017, the City entered into an agreement with RWG for legal services related to complex real estate development in the Diridon Station Area for a 36-month term expiring on December 3, 2020 in an amount not to exceed \$50,000 ("Agreement"). Between December 3, 2018 and May 2, 2023, the City and RWG entered into eight amendments to the Agreement, extending the term through June 30, 2024, increasing the maximum amount of compensation to \$670,000, and amending the scope of

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services to include legal services related to the negotiation, review, and drafting of real estate and planning related documents for City projects and legal services related to the City's purchase of real property in Coyote Valley and the Google project.

### **ANALYSIS**

RWG was chosen to provide specialized legal services based on the firm's expertise in complex real estate and planning laws. There is approximately \$140,345 in unexpended funds under the Eighth Amendment to the Agreement. The purpose of the Ninth Amendment is to extend the term through June 30, 2025 to allow the firm to continue to provide on-call legal services related to complex real estate and planning projects in the City. No additional funding will be added to the Agreement as the remaining unexpended funds will roll over for the next fiscal year.

### **CONCLUSION**

To ensure the continued delivery of legal services in support of ongoing real estate and planning projects, staff recommends extending the term through June 30, 2025 with no increase in the maximum amount of compensation.

### **PUBLIC OUTREACH**

This memorandum will be posted on the City's website as part of the June 11, 2024 City Council Agenda.

### **CEQA**

Not a Project; File No. PP17-003, Agreements/Contracts (New or Amended) resulting in no physical changes to the environment.

NORA FRIMANN  
City Attorney

By /s/ Johnny V. Phan  
Johnny V. Phan  
Chief Deputy City Attorney

For questions, please contact JOHNNY PHAN, CHIEF DEPUTY CITY ATTORNEY, at (408) 535-1900.