



CITY COUNCIL AGENDA REPORT

MEETING DATE: September 7, 2010

ITEM NUMBER:

SUBJECT: RETENTION OF LATHAM WATKINS FOR LEGAL SERVICES

DATE: September 1, 2010

FROM: City Attorney's Office

PRESENTATION BY: Kimberly Hall Barlow, City Attorney

FOR FURTHER INFORMATION CONTACT: Kimberly Hall Barlow, 714-754-5399

RECOMMENDATION:

Authorize City Manager to execute extended retainer agreement with Latham Watkins for legal services in connection with the purchase and lease of the Orange County Fair and Event Center (OCFEC).

BACKGROUND:

In connection with negotiating the terms of the proposed Ground Lease for the OCFEC with Facilities Management West, Inc./OC Fair and Event Center, L.P. (FMW), the City previously retained David Meckler from Latham and Watkins to assist the City Attorney in revising the purchase and sale documents and the lease and its attachments. The previous retention was for the not to exceed amount of \$50,000, within the City Manager's contracting authority. The not to exceed amount previously authorized is nearing exhaustion and therefore, Council approval is required for a new retention letter to allow the work to be completed.

ANALYSIS:

The retention letter extension contains identical terms and conditions under which Latham and Watkins has already been retained to provide legal services in connection with the acquisition and leasing of the OCFEC, except that the "not to exceed" amount has been removed. The fees to be paid to Latham and Watkins will come out of the deposit totaling \$250,000 paid by FMW in connection with the exclusive negotiating agreement previously entered into.

ALTERNATIVES CONSIDERED:

The Council could choose not to approve the retainer agreement, in which case, Latham and Watkins' work on behalf of the City and JPA would cease when the not to exceed amount of the original retention is reached.

FISCAL REVIEW:

The fees to be paid to Latham and Watkins will come from the deposit made by FMW of \$250,000, and thus there will be no negative fiscal impact to the City or the Fairgrounds Authority.

LEGAL REVIEW:

The City Attorney has reviewed and approved the retention agreement as to form.

CONCLUSION:

Council is requested to approve amendment of the retention agreement to remove the “not to exceed” cap and authorize the City Manager to sign it on behalf of the City, and to pay any fees billed from the deposit of FMW.

ALLAN ROEDER

City Manager

KIMBERLY HALL BARLOW

City Attorney

DISTRIBUTION: City Manager
City Attorney
City Clerk
Staff

File Name Latham & Watkins Retainer

Date 9-1-10

Time 10:17 AM