

STAFF REPORT FOR CALENDAR ITEM NO.: 14
FOR THE MEETING OF: September 11, 2025

TRANSBAY JOINT POWERS AUTHORITY

BRIEF DESCRIPTION:

Authorizing the Executive Director to execute Amendment No. 4 to the Professional Services Agreement for legal services, related to construction law for The Portal, with Meyers Nave Riback Silver & Wilson, increasing the maximum compensation from \$2,016,300 to \$2,216,300, extending the contract term to February 27, 2026, and adjusting certain billing rates.

EXPLANATION:

On August 18, 2020, the TJPA Board of Directors adopted Resolution No. 20-027, authorizing the Executive Director to execute a professional services agreement for legal services with Meyers Nave Riback Silver & Wilson for a not to exceed (NTE) amount of \$1,000,000. The term of the contract is five years, with the option to extend for two additional two-year terms. The firm provides legal services related to construction law for The Portal.

At that time, the TJPA Board approved a total of six agreements with a bench of law firms for distinct legal practice areas, and a total expenditure not to exceed \$11,000,000 for all services to be performed by all the firms over the term. Staff explained the exact amount and type of legal work that may arise over the period was not known. Accordingly, staff explained that for purposes of convenience only, each firm was assigned an NTE amount. Staff explained that as the need for specific services arose over the term, the services under any one of the agreements could be substantially more or less than the initially specified NTE amount.

On July 1, 2024, in accordance with Board Policy No.1 (Procurement Policy), the TJPA administratively amended the agreement, issuing Amendment No. 1, for a 10% increase in the total amount of the contract, for a revised NTE amount of \$1,100,000.

On September 12, 2024, the TJPA Board of Directors authorized the Executive Director to execute Amendment No. 2 to the agreement to increase the maximum compensation in the agreement by \$833,000 for a revised NTE total of \$1,933,000.

On July 1, 2025, in accordance with Board Policy No.1 (Procurement Policy), the TJPA administratively amended the agreement, issuing Amendment No. 3, for an \$83,300 increase (10%) from the TJPA Board of Directors approved September 12, 2024 amendment, for a revised NTE amount of \$2,016,300, extending the term through September 12, 2025, and making certain adjustments to the staffing plan.

The contractor requested and TJPA staff negotiated an amendment to the current contract rate schedule. Billing rates for the current contract were established in August 2020 and have not been adjusted since that time. Amendment No. 4 provides for an adjustment to the contract rate schedule for Paralegal services with no other changes in rates.

The base term under the professional services agreement expires September 12, 2025. TJPA staff recommend an extension of time to provide continued construction support services through February 2026, and a corresponding increase in the total compensation of \$200,000, whereby staff expect to complete its procurement of a new contract for legal services in support of The Portal.

RECOMMENDATION:

TJPA staff recommends that the TJPA Board authorize the Executive Director to execute Amendment No. 4 to the Professional Services Agreement for legal services with Meyers Nave Riback Silver & Wilson, increasing the maximum compensation to \$2,216,300, extending the contract term to February 27, 2026, and adjusting certain billing rates.

ENCLOSURES:

1. Resolution
2. Amendment No. 4

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. _____

WHEREAS, The Transbay Joint Powers Authority (TJPA) requires legal services in support of the Transbay Program, including Phase 2 – Downtown Rail Extension now known as The Portal; and

WHEREAS, On August 18, 2020, the TJPA Board authorized the Executive Director to enter into a contract for legal services with a bench of law firms to provide services in their respective practice areas on an as-needed basis; and

WHEREAS, A professional services agreement was executed with Meyers Nave Riback Silver & Wilson for legal services related to construction law for Phase 2 with a not to exceed amount of \$1,000,000, as part of a bench of law firms; and

WHEREAS, On July 1, 2024, in accordance with Board Policy No.1 (Procurement Policy), the TJPA administratively amended the agreement, issuing Amendment No. 1, to increase the maximum compensation amount by \$100,000 for a revised not to exceed amount of \$1,100,000; and

WHEREAS, On September 12, 2024, the TJPA Board authorized the Executive Director to execute Amendment No. 2, to increase to the maximum compensation amount by \$833,000 for a revised not to exceed amount of \$1,933,000; and

WHEREAS, On July 1, 2025, in accordance with Board Policy No.1 (Procurement Policy), the TJPA administratively amended the agreement, issuing Amendment No. 3, to increase the maximum compensation amount by \$83,300 for a revised not to exceed amount of \$2,016,300, extending the term through September 12, 2025, and making certain adjustments to the staffing plan; and

WHEREAS, Staff recommends increasing the not to exceed compensation by \$200,000 to an amended total amount of \$2,216,300, extending the term to February 27, 2026, and adjusting certain billing rates; now, therefore, be it

RESOLVED, That the TJPA Board of Directors authorizes the Executive Director to execute Amendment No. 4 to the professional services agreement with Meyers Nave Riback Silver & Wilson, increasing the authorized compensation to \$2,216,300, extending the contract term to February 27, 2026, and adjusting certain billing rates.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of September 11, 2025.

Secretary, Transbay Joint Powers Authority

Amendment No. 04
Professional Services Agreement between
the Transbay Joint Powers Authority and
Meyers Nave Riback Silver & Wilson

THIS Amendment No. 4 to the Professional Services Agreement to provide legal services dated August 18, 2020, as previously amended July 1, 2024, September 12, 2024, and July 1, 2025 (as amended, “Agreement”), is entered into effective as of the 11th day of September 2025 in San Francisco, California, by and between Transbay Joint Powers Authority (“TJPA”) and Meyers Nave Riback Silver & Wilson (“Attorney”).

Recitals

- A. On August 18, 2020, the TJPA Board of Directors adopted Resolution No. 20-027, authorizing the Executive Director to execute a professional services agreement for legal services with Meyers Nave Riback Silver & Wilson for a not to exceed (NTE) amount of \$1,000,000.
- B. On July 1, 2024, in accordance with Board Policy No.1 (Procurement Policy), the TJPA and Attorney executed Amendment No. 1, amending the agreement for a 10% increase in the total NTE amount for a revised total NTE of \$1,100,000.
- C. On September 12, 2024, the TJPA Board of Directors adopted Resolution No. 24-031, authorizing the Executive Director to execute Amendment No. 2, increasing the NTE amount for a revised total NTE of \$1,933,000.
- D. On July 1, 2025, in accordance with Board Policy No.1 (Procurement Policy), the TJPA and Attorney executed Amendment No. 3, increasing the NTE amount for a revised total NTE of \$2,016,300, extending the contract term through September 12, 2025, and making certain adjustments to the staffing plan.
- E. The TJPA and Attorney desire to extend the term of the Agreement, increase the maximum compensation under the agreement, and modify certain billing rates under the agreement without changing the scope of the agreement.

Terms and Conditions

Now, therefore, the TJPA and Attorney agree to amend the following sections of the Agreement in their entirety to read as follows (deletions shown in ~~strikeout~~, additions shown in *italics*):

- I. Section 2. Term of the Agreement, is hereby modified as follows:

Subject to Section 1, the term of this Agreement shall be from the Effective Date of the Agreement, as described in Section 3, “Effective Date of Agreement,” through ~~September 12, 2025~~ *February 27, 2026*, provided that (i) the TJPA shall have the right to extend this Agreement for two (2) additional two (2) year terms by providing to the Attorney written notice of such extension on or before the expiration date of this Agreement, and (ii) any

such extension shall be subject to and conditioned upon the written agreement of the Attorney and the approval of such extension by the TJPA.

II. Section 5. Compensation, subsections a. and b. of the Agreement are hereby modified as follows:

a. The Attorney shall perform all services on an as-needed basis, based on a Request for Service (RFS) that may be issued by the TJPA from time to time. ~~At the time of execution of this Agreement, it is unknown as to the amount and type of legal work that may arise. Accordingly, for purposes of convenience only, the~~The total compensation under this Agreement is set at an amount not to exceed ~~Two Million, Sixteen Thousand, Three Hundred Dollars (\$2,016,300)~~ **Two Million Two Hundred Sixteen Thousand Three Hundred Dollars (\$2,216,300)**. ~~As the need for services arises, the services under this Agreement could end up being substantially more or substantially less than the Two Million, Sixteen Thousand, Three Hundred Dollars (\$2,016,300) stated herein, with no guarantee of a minimum amount.~~

b. All work under this Agreement shall be compensated on an hourly fee basis, subject to any maximum NTE set forth in a particular RFS. In no event shall the total compensation under this Agreement exceed ~~Two Million, Sixteen Thousand, Three Hundred Dollars (\$2,016,300)~~ **Two Million Two Hundred Sixteen Thousand Three Hundred Dollars (\$2,216,300)**. The breakdown of the Attorney's fees appears in Appendix B, Fees.

III. Appendix B, Fees, of the Agreement is modified as shown in the attached.

The Agreement is amended only to the extent expressly provided herein; all other provisions of the Agreement shall remain in full force and effect.

The individuals executing this Amendment No. 4 to the Agreement represent and warrant that they have the legal capacity and authority to do so on behalf of their respective legal entities.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 4 effective as of the first day mentioned above.

**TRANSBAY JOINT POWERS
AUTHORITY**

**ATTORNEY
Meyers Nave Riback Silver & Wilson**

Adam Van de Water
Executive Director

Eric Firstman
Principal
Meyers Nave Riback Silver & Wilson
1999 Harrison St., 9th Floor
Oakland, CA 94612

Tax Identification Number: 94-3050358

Approved as to Form by:

TJPA Legal Counsel

Transbay Joint Powers Authority
Board of Directors

Resolution No. _____

Adopted: _____

Attest: _____

Secretary, TJPA Board

APPENDIX B

FEES

Staff Name	Title/Role	Hourly Rate
Tier 1	Senior Principal	\$485
Tier 2	Principal, Senior of Counsel	\$450
Tier 3	Of Counsel	\$400
Tier 4	Associate	\$350
Tier 5	Paralegal	\$200 \$265
Tier 6	Law Clerk	\$150