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Title: CONSIDER AMENDMENT NUMBER 7 TO A SPECIAL COUNSEL ENGAGEMENT AGREEMENT WITH GREENBERG TRAURIG, LLP FOR LEGAL PROJECT MANAGEMENT SERVICES IN A NOT-TO-EXCEED AMOUNT OF \$100,000 UP TO \$140,000

Sponsors:

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Attachments: 1. LPM Engagement Amendment 7, 2. File Summary

Date	Ver.	Action By	Action	Result
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Report to Carson Reclamation Authority

Tuesday, May 01, 2018

Consent

SUBJECT:

CONSIDER AMENDMENT NUMBER 7 TO A SPECIAL COUNSEL ENGAGEMENT AGREEMENT WITH GREENBERG TRAURIG, LLP FOR LEGAL PROJECT MANAGEMENT SERVICES IN A NOT-TO-EXCEED AMOUNT OF \$100,000 UP TO \$140,000

I. SUMMARY

The Authority originally contracted in May, 2016 with Greenberg Traurig, LLP (GT) to provide it and the Authority’s legal counsel specific legal assistance in the procurement of a new Pollution and Remediation Legal Liability Policy and associated negotiations on the Environmental Protection Program Policy and with Tetra Tech, the environmental contractor. The firm continues to provide technical legal work to the CRA in a number of environmental areas.

In 2017, the CRA engaged GT to develop a Data and Information Project Management system for the project for an interactive single-source web portal for the master developer diligence and project management efforts. GT’s Legal Project Management (LPM) Office developed the platform to conform the specifications to CRA’s immediate needs in the most cost-effective manner possible. This is a service GT provides to their clients at a rate less than commercial data management services.

The original term of the Amendment No. 3 was from March 15, 2017 to March 15, 2018 and was for a not-to-exceed amount of \$125,000. The CRA spent less than \$100,000 from that contract.

This Amendment No. 7 extends the existing contract for an additional year at the not-to-exceed cost of \$140,000.

II. RECOMMENDATION

TAKE the following actions:

1. APPROVE Amendment No. 7 to the Special Counsel Engagement Agreement for Legal Project Management Services between the Carson Reclamation Authority and Greenberg Traurig, LLP in a not-to-exceed amount of \$100,000 up to \$140,000; and
2. AUTHORIZE Chairman to execute such Agreement in a form acceptable to the Authority Counsel.

1.

III. ALTERNATIVES

TAKE another action the Authority Board deems appropriate.

IV. BACKGROUND

One thing understood by large developers working on major construction projects is that there is a very high correlation between each dollar of estimated project cost and the number of pages of documents to manage: plans, specs, contracts, reports, studies, spreadsheets, invoices, backup, etc. The Carson Reclamation Authority is now the Master Developer of a project that could easily surpass \$750 million, and perhaps \$1 billion, when all of the phases are combined. Even the CRA's direct part of the project - the installation of the remedial systems, subsurface structures, and pile systems - will be well over \$100 million. That translates to millions of pages of documents generated or handled by the CRA.

During the process of negotiating with Macerich and other developers it became clear that the CRA needed three things:

1. A single repository of all material environmental, regulatory, and planning and development documents related to the project, which can be conformed to specific end-user access privileges and address the management of privileged or otherwise confidential materials;
2. A way to manage that amount of data and number of documents in a coherent and intuitive system; and
3. The ability to share those documents in a manner that provides access to the user as well as privacy and security.

CRA Documents

Over the past 3 years, since the acquisition of the 157 acre site from the former owners, the CRA and its contractors and consultants have produced thousands of pages of new documents, and the CRA also has possession of the documents related to the acquisition of the parcel from Starwood and the environmental data from the termination of Tetra Tech. Using the City's FTP site to store and transfer data is slow and cumbersome, and then the documents need to be organized in the CRA's own system, which would strain the City's IT capacity.

The CRA received several hard drives delivered from Tetra Tech as part of the Termination Agreement. Some of these documents are extraordinarily valuable going forward, including the designs of the remedial systems and the "as-builts" of the installed liner and LFG wells and are well suited for inclusion on the portal. Many, however, are just testing data that needs to be retained but not easily available.

In addition, many of the documents related to the development will be related solely to the vertical development and be produced and shared between the vertical developers, their contractors, and their tenants. However, since the environmental work is required on all five cells and will largely be undertaken by the CRA, there is a significant amount of data that will go back and forth between the CRA and the individual developers, all of the contractors, consultants, and regulatory agencies. Neither the CRA nor even the City of Carson has the capability to manage such a task at this scale.

GT developed an interactive single-source web portal for the master developer due diligence and project management efforts. GT's Legal Project Management (LPM) Office developed this platform to conform the specifications to CRA's immediate needs in the most cost-effective manner possible. This is a service GT provides to their clients at a rate less than third party commercial data management services. Staff is attempting to fulfill developer due diligence requests, so the project would be up and running in a very short time period.

GT provided a fixed price for the initial work effort to build and customize the portal, and a monthly fee for several months to provide training, end user support and document migration, including a GT "Data Steward" at a fixed monthly price who will handle the initial effort for CRA and the rest of the project team. Part of the initial work last year was scoping the data management project.

Going forward, the CRA will produce new documents like infrastructure plans, the embankment landscaping plan, the revised subdivision map, all of the environmental/regulatory documents, and designs of the liner and remedial systems that will need to be shared with multiple developers and their consultants and key representatives, including future lenders and equity investors. These materials are now available to many, if not dozens, of vendors and others and more data is added weekly.

Additionally, as the CRA tries to limit the number of engineers and contractors on the site (something both DTSC and insurers have asked us to do because of the complexity of the landfill), there will still be dozens of developer staff, attorneys, consultants, contractors, regulators, and others that need to navigate the portal to either deposit or retrieve

information.

This system was designed to work with the SharePoint project management system employed by RES. Finally, and perhaps most importantly, the system does not rely on unsecure cloud-based data sharing sites like Dropbox or Box, which are discouraged by the City's and everybody else's IT departments as being a security risk.

All other documents will be manually loaded by end users directly or, at the request of CRA, the GT Data Steward as they are created or provided to GT. This loading or posting to the CRA Document Management Portal will follow the instructions defined and agreed to in the Document Management Playbook. Document migration and loading and costs of the Data Steward for the establishment of the initial portal is included in the monthly fixed fee.

Data Storage Fees - \$12 per GB per Month

- o Each SharePoint site includes 10GB of storage at no charge.
- o For each GB over 10 GB, a monthly storage fee of \$12/GB will be charged.

The following examples are for reference and estimating purpose only - 1GB of data is approximately equal to:

1. Example 1 - 3,500 .doc files or 60,000 pages
2. Example 2 - 2,500 .xls files or 150,000 pages
3. Example 3 - 1,800 .pdf files, or 20,000 pages
4. Example 4 - 4,800 .msg files, or 100,000 pages

GT Data Steward is a GT employee.

CRA Document Management Portal users will follow Document Management Playbook and policy(s) related to standard document and file naming conventions, document indexing and filing conventions, and locations, etc. The large volume data conversion or upload will only function effectively and efficiently if the incoming file formats and file names are compatible with SharePoint. If not, the facility will reject those incompatible files. These rejected files will have to be handled manually, one-by-one by the data steward. The GT Data Steward will facilitate this process.

Records Retention Policy - GT assumes CRA will define a records retention policy for the documents in the GT CRA Document Management Portal. GT attorneys in the Information Governance practice can be made available to assist in this effort.

V. FISCAL IMPACT

The not-to-exceed contract amount of \$140,000 includes the \$25,000 upfront fee, plus the \$5,000 per month fee for a year (\$60,000) plus an estimated \$40,000 in data storage costs (about \$3,000 per month, which is an average storage load of 260GB per month).

VI. EXHIBITS

Amendment No. 7 to Engagement Letter (pgs. 5-18)

Prepared by: John Raymond, Executive Director