

**SECOND AMENDMENT TO  
LEGAL SERVICES AGREEMENT**

This Second Amendment, dated as of June 9, 2020, is by and between the County of Sonoma (“County”) and Hanson Bridgett, LLP (“Attorneys”).

**RECITALS**

WHEREAS, County and Attorneys entered into a Legal Services Agreement, dated April 23, 2010, (“Original SCARE Agreement”) for legal representation of the County in regards to *Sonoma County Association of Retired Employees v. Sonoma County*, No. CV 09-4432, filed in the United States District Court for the Northern District of California, Oakland Division (“SCARE Lawsuit”) and any related matters;

WHEREAS, the County and Attorneys also entered into a Legal Service Agreement, dated as of February 15, 2014, (“Original Benefits Agreement”) for legal advice, analysis and consultation in the areas of public agency taxation and employee health and welfare benefit issues related to County employee benefits, compensation, pension, state and federal taxation compliance, and retirement and pension plans;

WHEREAS, the County and Attorneys executed a First Amendment to the Original Benefits Agreement extending the term of the Original Benefits Agreement from February 15, 2015 to February 14, 2016;

WHEREAS, the County and Attorneys executed a Second Amendment to the Original Benefits Agreement extending the term of the Original Benefits Agreement from February 14, 2016 to June 30, 2017 and increasing the contract maximum to \$150,000 over the term of the Agreement;

WHEREAS, County and Attorneys entered into a First Amendment of the Original SCARE Agreement to expand the scope of the legal services provided by Attorneys to include legal services related to insurance coverage matters or disputes regarding the SCARE Lawsuit, including representation of the County in matters related to the County’s reimbursement claim to CSAC Excess Insurance Authority (CSAC-EIA), to amend the compensation rates for Attorneys for services, to update the lead attorneys, and to set a term limit and contract maximum for the legal services performed after the execution of the First Amendment to the Original SCARE Agreement until the end of the contract term;

WHEREAS, the County and Attorneys also entered into a Third Amendment of the Original Benefits Agreement to extend the term of the Original Benefits Agreement and to consolidate the Original Benefits Agreement and the Original SCARE Agreement;

WHEREAS, the County and Attorneys entered into a Fourth Amendment of the Original Benefits Agreement to extend the term of the Original Benefits Agreement from July 1, 2018 through December 31, 2019 and to increase the contract maximum for benefits-related legal services to \$200,000; and

WHEREAS, the County and Attorneys now desire to execute a Second Amendment to the Original SCARE Agreement to increase the contract maximum for legal services performed related to the insurance coverage issue from \$500,000 to \$637,815.73.

NOW THEREFORE, in consideration of the mutual covenants contained herein, the parties agree to consolidate and amend the Original SCARE Agreement, as follows:

**AMENDMENT TO ORIGINAL SCARE AGREEMENT**

1. Section 5 of the Original SCARE Agreement entitled "Compensation" shall be amended to add:

"Additionally, compensation to Attorneys for legal services relating to the coverage issue from May 1, 2017 through the end of the contract term shall be billed pursuant to the rates set forth in Exhibit A, provided that the total payments after the effective date of the Amendment shall not exceed \$637,815.73. County Counsel shall have authority to negotiate rates for attorneys not listed in Exhibit A on an as needed basis."

2. All other terms and conditions of the Original SCARE Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to the Original Agreement as of the Effective Date.

HANSON BRIDGETT, LLP

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Raymond Lynch, Partner

COUNTY OF SONOMA

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Bruce D. Goldstein

County Counsel

APPROVED AS TO FORM FOR COUNTY:

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Bruce D. Goldstein

County Counsel

CERTIFICATES OF INSURANCE  
ON FILE WITH AND APPROVED  
AS TO SUBSTANCE BY DEPARTMENT:

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Bruce D. Goldstein

County Counsel