STAFF REPORT

Meeting Type:	Board of Directors
Title:	Amendment No. 1 to Legal Services Agreement with Wood, Smith, Henning, Berman LLP for Legal Defense Representation Services
From:	Molly MacLean, General Counsel
Through:	Shaun Horne, General Manager
Meeting Date:	November 17, 2026

TYPE OF ITEM: X Action Information

RECOMMENDATION: Approve Amendment No. 1 to the Legal Services Agreement with Wood, Smith, Henning, Berman LLP authorizing up to an additional $150,000 for Legal Defense Representation Services

SUMMARY: The law firm of Wood, Smith, Henning, Berman LLP (Wood Smith) was retained as Legal Defense counsel to the District, and the Board of Directors approved a legal services agreement with the firm on July 1, 2025. The District's General Counsel's Office is now recommending a first amendment to that agreement authorizing up to an additional $150,000 so Wood Smith may continue to provide these legal services to the District on an as-needed basis.

DISCUSSION: On May 8, 2025, the District issued a Request for Qualifications for Legal Defense Representation Services and received five responses, all of which were evaluated by the General Counsel and Staff Attorney. Following interviews of two finalists, Legal staff was impressed with the firm of Wood Smith. While this firm has a deep bench and locations nationwide, the attorneys identified to provide litigation support services to the District are mainly located in the Petaluma Office. The firm offers competitive rates and attorneys with the necessary experience, as well as the motivation, to provide legal services for the District. On July 1, 2025 the Board of Directors approved an Legal Services Agreement with Wood Smith in an amount not to exceed $150,000.

Since being retained by the District, the firm has provided outside Legal Defense Representation Services in the complex *Delta Grinding Company, Inc. v. Town of Fairfax, Marin Municipal Water District, et al*. litigation. In addition to providing legal representation in this matter, the firm has been instrumental in locating, vetting and securing necessary experts to represent the District's interests and positions in the litigation. In addition to the legal services payments, the District has also reimbursed the firm for the costs of the expert witnesses retained by the firm through the legal services agreement.

To ensure that the District has sufficient funding for Wood Smith to continue providing outside Legal Defense Representation Services and compensate the experts witnesses that it has retained for the ongoing litigation, the General Counsel's Office recommends that the Board of Directors approve a First Amendment to the existing Legal Services Agreement authorizing up to an additional $150,000.

ENVIRONMENTAL REVIEW: Not applicable.

FISCAL IMPACT: The proposed amendment would authorize expenditures of up to an additional $150,000. Funding for these as-needed services will be included in the District General Counsel's Office budget in fiscal years 2027 and 2028 and would be identified as needed in future budget requests.

ATTACHMENT(S):

1. Amendment No. 1

DEPARTMENT OR DIVISION	DIVISION MANAGER	APPROVED
General Counsel	**Molly MacLean** **General Counsel**	**Shaun Horne** **General Manager**