



## Agenda Report

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**FROM:** Robert Thompson, General Manager  
Originator: Lorenzo Tyner, Assistant General Manager

**SUBJECT:**

**SOLE SOURCE AGREEMENT FOR LEGAL SERVICES WITH WOODRUFF & SMART**

**GENERAL MANAGER'S RECOMMENDATION**

RECOMMENDATION: Recommend to the Board of Directors to:

Approve a Sole Source Agreement for Legal Services with Woodruff & Smart, commencing on July 1, 2024, in a form approved by Special Counsel.

### **BACKGROUND**

In November 2023, the Board of Directors approved the General Legal Services Ad Hoc Committee to conduct and oversee an open competitive solicitation for general legal counsel services.

### **RELEVANT STANDARDS**

- Comply with applicable employment and labor laws
- Ensure the public's money is wisely spent
- Maintain positive employer-employee relations
- Provide a safe and collegial workplace

### **PROBLEM**

A solicitation for general legal counsel services has been conducted and has recommended a new General Counsel for OC San. Woodruff & Smart will need a new agreement with OC San to be able to continue to provide legal services on existing assignments and to assist with the transition to the new General Counsel.

### **PROPOSED SOLUTION**

Approve a Sole Source Agreement for Legal Services with Woodruff & Smart to continue legal services on assignments and assist with the transition to new general counsel.

## **TIMING CONCERNS**

The new general counsel agreement is recommended to be effective July 1, 2024. Woodruff & Smart will need a new agreement to continue to provide legal services.

## **RAMIFICATIONS OF NOT TAKING ACTION**

Without approval of the sole source agreement, Woodruff & Smart will not have a current effective agreement for services.

## **PRIOR COMMITTEE/BOARD ACTIONS**

N/A

## **ADDITIONAL INFORMATION**

Woodruff and Smart, has been serving Orange County Sanitation District (OC San) since 1975 and is currently engaged on various assignments that require continuity of legal representation.

## **CEQA**

N/A

## **FINANCIAL CONSIDERATIONS**

This request complies with authority levels of OC San's Purchasing Ordinance. This item has been budgeted (Budget FY 2024-25 and 2025-26, Section 5, Page 6, Legal) and the budget is sufficient for the recommended action.

## **ATTACHMENT**

*The following attachment(s) may be viewed on-line at the OC San website ([www.ocsan.gov](http://www.ocsan.gov)) with the complete agenda package:*

- Agreement for Legal Services