

**FIRST AMENDMENT TO AGREEMENT BETWEEN
THE CITY OF MILPITAS AND BURKE, WILLIAMS & SORENSEN, LLP**

THIS AMENDMENT is entered into this 4th day of August, 2015, by and between the City of Milpitas, hereinafter "City," and Burke, Williams & Sorensen, LLP, hereinafter "Burke." City and Burke may be jointly referred to herein as "the parties."

Recitals:

Whereas, the parties entered into a written Agreement for Legal Services dated February 3, 2015 (the "Agreement") with a maximum compensation amount payable to Burke of \$50,000.00; and

Whereas, the parties wish to amend the Agreement as set forth below.

NOW, THEREFORE, **IT IS HEREBY AGREED** as follows:

1. The services to be performed under the Agreement are hereby amended by the addition of further services as set forth in the Scope of Work for First Amendment to Legal Services Agreement, attached hereto as Exhibit A to this First Amendment.
2. The total maximum compensation amount of \$50,000.00 provided for under Section 3 of the Agreement and in Section C of Exhibit B to the Agreement, entitled "Compensation," shall be amended by the addition of \$120,000.00 for additional work as set forth in the attached Scope of Work for First Amendment to Legal Services Agreement, for a new total maximum amount of \$170,000.00.
3. All other terms and conditions remain unchanged.

APPROVED BY:

CITY OF MILPITAS

BURKE, WILLIAMS & SORENSEN, LLP

By: _____
Gary M. Baum, Interim City Attorney

By: _____
John Welsh, Managing Partner

EXHIBIT A

SCOPE OF WORK FOR FIRST AMENDMENT TO LEGAL SERVICES AGREEMENT BETWEEN CITY OF MILPITAS AND BURKE, WILLIAMS & SORENSEN, LLP

1. ADDITIONAL \$20,000 THROUGH JUNE 16, 2015
 - a. Meet with the City Council on June 16, 2015 for closed session discussion of status, alternatives, risks, benefits and recommendations regarding odor issues, and confirm strategies, tasks and timing.
 - b. Coordinate with attorney Kelly Smith regarding his efforts to challenge Newby Island solid waste permit.
 - c. Take over responsibility for challenge to planned development permit for Newby Island, up to and including attendance at May 6, 2015, San Jose Planning Commission meeting.
 - d. Review, analyze and provide initial comments on behalf of City regarding proposed amended CalRecycle regulations pertaining to composting operations and odor enforcement issues.

2. ADDITIONAL \$100,000 TOWARD THE FOLLOWING LEGAL SERVICES [ADDITIONAL AMOUNTS SUBJECT TO FURTHER AUTHORIZATION]
 - a. Prepare and file motion for leave to intervene in the *Ng v. International Disposal* action, including reply papers and attendance at hearings thereon.
 - b. If leave to intervene is granted, represent City in *Ng v. International Disposal* action, including, but not limited to participation in settlement discussions, discovery, and review of all previously filed documents and depositions taken.
 - c. Continue coordination with attorney Kelly Smith regarding his efforts to challenge Newby Island solid waste permit.
 - d. Continue responsibility for challenge to planned development permit for Newby Island, including preparation of further submissions to San Jose Planning Commission and attendance at Planning Commission meetings.
 - e. Obtain proposal for public relations firm assistance with public outreach and public relations.
 - f. Coordinate with citizen groups.
 - g. Coordinate the City's legal, regulatory, and technical efforts to address odor issues.