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HARBOR DIVISION

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RECOMMENDATION APPROVED;
RESOLUTION 26-10754 ADOPTED; AND
AGREEMENT 26-9911-C APPROVED
BY THE BOARD OF HARBOR COMMISSIONERS

August 13, 2026

AM Klesges
AMBER M. KLESGES
Board Secretary

DATE: JULY 7, 2026

FROM: OFFICE OF THE CITY ATTORNEY

SUBJECT: RESOLUTION NO. 26-10754 - THIRD AMENDMENT TO
PROFESSIONAL SERVICES AGREEMENT NO. 22-9911 WITH
NOSSAMAN LLP FOR REAL ESTATE MATTERS

SUMMARY:

The Office of the City Attorney (Office) requests approval of the Third Amendment to Agreement No. 22-9911 (Agreement) between the City of Los Angeles Harbor Department (Harbor Department) and Nossaman LLP (Nossaman). The proposed Third Amendment increases the Agreement's maximum compensation amount by \$1,342,047 for a total maximum compensation of \$3,430,672 and extends the term from six years to eight years. Under the Agreement, Nossaman performs legal services to assist our Office in advising the Harbor Department on various real estate matters including litigation advice and support. The Harbor Department is financially responsible for payment of costs for legal services rendered under the Agreement.

SUBJECT: THIRD AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT
NO. 22-9911 WITH NOSSAMAN LLP

RECOMMENDATION:

It is recommended that the Board of Harbor Commissioners (Board):

1. Find that the Director of Environmental Management has determined that the proposed action is administratively exempt from the requirements of the California Environmental Quality Act (CEQA) under Article II Section 2(f) of the Los Angeles City CEQA Guidelines;
2. Find that in accordance with Charter Section 1022, the scope of work of the Agreement can be more economically or feasibly provided by an independent contractor than by City employees;
3. Approve the Third Amendment to Legal Services Agreement No. 22-9911 with Nossaman to increase the maximum compensation amount by \$1,342,047 for a total authority of \$3,430,672 and extend the term by two years to December 5, 2030;
4. Authorize and Direct the Board Secretary to forward the Third Amendment to the Los Angeles City Council for its approval pursuant to Section 373 of the Los Angeles City Charter and Section 10.5 of the Los Angeles City Administrative Code;
5. Authorize the Executive Director to execute and the Board Secretary to attest to the Third Amendment; and
6. Adopt Resolution No. 26-10754.

DISCUSSION:

Background – Following a competitive Request for Proposals (RFP) process, Nossaman was awarded a three-year agreement, Agreement No. 22-9911 (Transmittal 1), to provide legal services for real estate matters. The Agreement commenced on December 6, 2022, for a three-year term with a maximum compensation not to exceed \$150,000. The initial \$150,000 budget was based on anticipated services for real estate matters including commercial and industrial leasing of real property by a governmental agency landlord, assignment and subleasing, ground leasing and financing, purchase and sale, real estate remedies, and enforcement of leases.

First Amendment – The Board approved the First Amendment to the Agreement on September 7, 2023. The First Amendment increased the existing compensation from \$150,000 to a total of \$1,138,625 with no change in term. The additional compensation was necessary to support ongoing litigation for the case entitled *Harbor Performance Enhancement Center, LLC v. City of Los Angeles Harbor Department, et al.*, Superior

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**SUBJECT: THIRD AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT
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Court Case No. 21STCV15500 (HPEC litigation). Additional compensation of \$988,625 continued HPEC litigation support for mediation and preparation for trial set for November 14, 2023, including a summary judgment motion, further discovery motions, depositions, document review, and general case administration. The parties reached a full settlement of the HPEC litigation on September 24, 2023.

Second Amendment – The Board approved the Second Amendment to the Agreement on July 10, 2025. City Council approved the Second Amendment on October 2, 2025. The Second Amendment increased the maximum compensation amount by \$950,000 for a total authority of \$2,088,625 and extended the term by three years to December 5, 2028. The additional compensation and term were necessary to support ongoing legal services for a petition for writ of mandate entitled *Union Pacific Railroad Company, Inc. v. City of Long Beach, et al.*, Superior Court Case No. 25STCP00712 (Union Pacific Litigation).

Proposed Third Amendment – Through February 28, 2026, \$1,506,722 in spending has been incurred under the Agreement. The remaining authority (\$581,903) and six-year term will not be sufficient for legal services our Office has requested from the firm for ongoing real estate matters including litigation. The additional compensation (\$1,342,047) and two-year term extension is necessary for continued legal services to support the pending quiet title action entitled *City of Los Angeles v. M & D Burke Properties L.P., et al.*, Superior Court Case No. 25LBCV02559; a pending RFP for rail operations; and a pending RFP for the proposed Pier 500 Project.

ENVIRONMENTAL ASSESSMENT:

The proposed action is the approval of the Third Amendment to the Agreement with Nossaman, which is an administrative activity. Therefore, the Director of Environmental Management has determined that the proposed action is administratively exempt from the requirements of CEQA in accordance with Article II Section 2(f) of the Los Angeles City CEQA Guidelines.

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**SUBJECT: THIRD AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT
NO. 22-9911 WITH NOSSAMAN LLP**

FINANCIAL IMPACT:

Approval of the proposed action will increase the compensation authority by \$1,342,047 from \$2,088,625 to \$3,430,672 and will extend the term by two years from six years to eight years. If approved, spending under the amended Agreement has and is anticipated to occur as follows:

Fiscal Year	\$ Amount
2023-24	\$467,576
2024-25	\$113,911
2025-26	\$955,000
2026-27	\$500,000
2027-28	\$519,874
2028-29	\$584,007
2029-30	\$290,304
TOTAL	\$3,430,672

Fiscal Year 2026-27 funding in the amount of \$500,000 has been budgeted within the Harbor Department's Operating Budget, Account 544120 (Legal Services), Division 10300 (Office of the City Attorney). Funding for future years, if necessary, will be requested as part of the annual budget adoption process, subject to Board approval. A funding out clause is included in the Agreement.

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SUBJECT: THIRD AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT
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CITY ATTORNEY:

The Office of the City Attorney has reviewed and approved the proposed Third Amended and Restated Agreement as to form and legality.

TRANSMITTALS:

1. Agreement No. 22-9911 with Nossaman
2. First Amendment to Agreement No. 22-9911
3. Second Amended and Restated Agreement No. 22-9911
4. Third Amended and Restated Agreement No. 22-9911

FIS Approval: MM

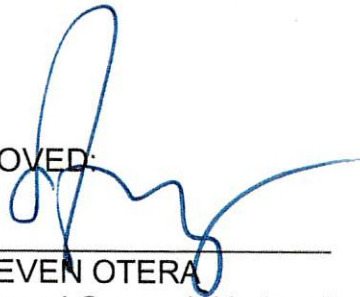
CA Approval: SO



JANET KARKANEN
Assistant City Attorney

APPROVED:

By



STEVEN OTERA

General Counsel, Harbor Department

APPROVED:

By  for

EUGENE D. SEROKA
Executive Director