



**Agenda Item No. 3  
September 5, 2012 Meeting**

**DATE:** August 27, 2012

**TO:** Children and Families Commission of Orange County

**FROM:** Christina Altmayer, Interim Executive Director

A handwritten signature in black ink, appearing to read "Christina Altmayer", is written over the printed name.

**SUBJECT:** Amendment to Agreement with Woodruff, Spradlin & Smart

---

**SUMMARY:**

The Children and Families Commission of Orange County has a professional services agreement with Woodruff, Spradlin & Smart for general legal services. The Supervising Attorney for the firm is retiring and will no longer represent the Commission after September 5, 2012. This item requests Commission approval to amend the agreement and designate James Donich as Supervising Attorney.

**Professional Legal Services Agreement Amendment**

Terry Andrus serves as the Supervising Attorney and General Counsel under the agreement with Woodruff, Spradlin & Smart. Mr. Andrus has announced his retirement and September 5, 2012 will be his final Commission meeting. Mr. Andrus has recommended his partner, James Donich, to assume the role of Supervising Attorney as called for in the Commission's legal services agreement.

For the past five years, James Donich has attended or provided counsel services at Commission meetings. He regularly provides legal services and advice to Commission members, Executive Management and staff. He was actively involved in the Commission's successful lawsuit against Assembly Bill 99, the state's illegal legislation to divert Proposition 10 funding. He also provides legal counsel on major contracts including the YMCA Santa Ana project, and the current catalytic investment projects.

Amending the agreement with Woodruff, Spradlin & Smart designating James Donich as Supervising Attorney for the remaining term of the agreement is recommended by the current General Counsel and supported by the Commission Executive Director.

**STRATEGIC PLAN & FISCAL SUMMARY**

There is no funding action related to this item.

**PRIOR COMMISSION ACTIONS:**

- October 2006 - Approved agreement with Woodruff, Spradlin & Smart for professional legal services

**Commissioners**

**Interim Executive Director**

**RECOMMENDED ACTION:**

Approve amendment to Agreement C-207 with Woodruff, Spradlin & Smart designating James Donich as Supervising Attorney for professional legal services.

**ATTACHMENT**

1. First Amendment to Agreement C-207 for Legal Services

Contact: Terry C. Andrus, General Counsel  
[TAndrus@wss-law.com](mailto:TAndrus@wss-law.com)  
714-415-1011

**FIRST AMENDMENT TO AGREEMENT C-207**  
**BETWEEN**  
**CHILDREN AND FAMILIES COMMISSION OF ORANGE COUNTY**  
**AND**  
**WOODRUFF, SPRADLIN & SMART**  
**FOR PROFESSIONAL LEGAL SERVICES**

This **FIRST AMENDMENT TO AGREEMENT** (“First Amendment”) entered into as of the 5<sup>th</sup> day of September, 2012 (“Date of Agreement”), is by and between the **CHILDREN AND FAMILIES COMMISSION OF ORANGE COUNTY**, a public body and legal public entity (“COMMISSION”) and **WOODRUFF, SPRADLIN & SMART**, a Professional Corporation (“ATTORNEYS”), and to the extent described in Section IX of the Original Agreement, Stradling, Yocca, Carlson & Rauth, a Professional Corporation (“SYCR”). The Original Agreement and this First Amendment shall continue to be administered by the Executive Director of COMMISSION or his/her authorized designee (“ADMINISTRATOR”).

**RECITALS**

**A.** COMMISSION and ATTORNEYS previously entered into that certain Agreement for the provision of Legal Services dated October 4, 2006 (“Original Agreement”).

**B.** The Supervising Attorney for ATTORNEYS, Terry Andrus, has announced his retirement and has recommended his partner, James Donich, to assume the role of Supervising Attorney as called for in the Original Agreement.

**C.** The parties desire by this First Amendment to amend the Original Agreement to update the designation of key personnel for the remaining term of the Agreement. The Original Agreement and this First Amendment are referred to collectively as the “Agreement”.

**D.** The parties desire by this First Amendment to set forth certain modifications and clarifications to the terms and conditions of the Original Agreement.

**E.** Capitalized terms in this First Amendment are as set forth in the Original Agreement, or as specifically defined herein.

**NOW THEREFORE**, based on the Recitals, which are a substantive part of this First Amendment, and in consideration of the covenants contained herein, COMMISSION and ATTORNEYS agree as follows:

**1. Key Personnel.** Paragraph II, Subparagraph A.1. is hereby amended to read as follows:

“1. ATTORNEYS’ Supervising Attorney for this AGREEMENT shall be James M. Donich with principal support from Benjamin deMayo. Any change in ATTORNEYS’ Supervising Attorney shall be first authorized in writing by COMMISSION. Other attorneys who will assist are listed on Exhibit A. Any

addition of assisting attorneys shall be authorized by COMMISSION's Executive Officer."

2. **Notices.** Paragraph VI, Subparagraph B. is hereby amended to read as follows:

"B. If to ATTORNEYS:

Woodruff, Spradlin & Smart  
555 Anton Boulevard, Suite 12000  
Costa Mesa, California 92626-7670  
Attention: James M. Donich"

3. **Exhibit A.** An amended and restated Exhibit A, ATTORNEYS' Hourly Billing Rates, is attached hereto and incorporated by reference and shall replace the Exhibit A in the Original Agreement.

4. **No Other Changes.** Except as amended by this First Amendment, the terms of the Original Agreement shall remain in full force and effect as written and entered into between COMMISSION and ATTORNEYS.

[Signature blocks for First Amendment on following page.]

**IN WITNESS WHEREOF**, the parties have entered into this First Amendment as of the date and year set forth above in the first paragraph hereof and have executed this First Amendment in the County of Orange, State of California.

**CHILDREN AND FAMILIES COMMISSION OF  
ORANGE COUNTY, a public body and legal  
public entity**

By: \_\_\_\_\_  
**Chair**

SIGNED AND CERTIFIED THAT A COPY  
OF THIS DOCUMENT HAS BEEN DELIVERED  
TO THE CHAIR OF COMMISSION

By: \_\_\_\_\_  
Susan Novak  
Clerk of COMMISSION

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

**WOODRUFF, SPRADLIN & SMART,  
A Professional Corporation**

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

By \_\_\_\_\_  
Terry C. Andrus  
"ATTORNEYS"

**STRADLING, YOCCA, CARLSON & RAUTH,  
A Professional Corporation**

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

By \_\_\_\_\_  
E. Kurt Yeager  
"SYCR"

EXHIBIT A

ATTORNEYS' HOURLY BILLING RATES

ATTORNEYS' hourly billing rates are:

<u>STAFFING LEVEL</u>	<u>HOURLY RATE</u>
Supervising Attorney James M. Donich	\$225
Benjamin deMayo	\$205
All Other Attorneys	\$190
Paralegal(s)	\$105