

RESOLUTION NO. 2021-27

RATIFYING AN INCREASE AND AUTHORIZING AN EXTENSION TO SMALL PURCHASE CONTRACT WITH SPECIAL COUNSEL, INC. TO PROVIDE ADDITIONAL TEMPORARY LEGAL SERVICES IN AN AMOUNT NOT TO EXCEED \$42,718.00 FOR A TOTAL CONTRACT AMOUNT NOT TO EXCEED \$112,718.00 (GENERAL FUND, LEGAL DEPARTMENT BUDGET)

WHEREAS, the Authority deemed it necessary to procure temporary legal services to augment its Legal Department staff in order to provide continuous, uninterrupted in-house legal services during the COVID-19 pandemic; and

WHEREAS, the original small purchase contract was awarded under a competitive procurement to Special Counsel, Inc., located at 12989 Lake Avenue, Lakewood, Ohio 44107, to provide temporary legal services commencing on September 15, 2020, in an amount not to exceed \$70,000.00; and

WHEREAS, additional temporary legal services are required to continue to augment the Legal Department staff necessary to maintain effective legal support of Authority operations and services when staff leave requests arise from COVID-19 related situations and accommodations; and

WHEREAS, Special Counsel, Inc. has offered to continue to provide temporary legal services to the Authority in an amount not to exceed \$42,718.00, for a total contract amount not to exceed \$112,718.00, at the same bill rates, and terms and conditions negotiated under the original agreement; and

WHEREAS, the approval of this increase will exceed the General Manager, Chief Executive Officer's signing authority, requiring an approval by the Board of Trustees; and

WHEREAS, on March 5, 2021, Rev. Charles P. Lucas, Acting President of the Board of Trustees, gave approval to the General Manager, Chief Executive Officer for an increase and extension, on an emergency basis, to the contract with Special Counsel, Inc. for temporary legal services; and

WHEREAS, the General Manager, Chief Executive Officer deems this increase and extension to be in the best interest of the Authority, price and other factors considered and recommends acceptance thereof by the Board of Trustees; and

WHEREAS, it is now necessary to secure ratification of this increase and extension by the Board of Trustees.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Greater Cleveland Regional Transit Authority, Cuyahoga County, Ohio:

Section 1. That the Board of Trustees hereby ratifies an increase to the current agreement with Special Counsel, Inc. for temporary legal services.

Section 2. That the offer from Special Counsel, Inc. to provide additional temporary legal services in a negotiated amount not to exceed \$42,718.00 for a total contract amount not to exceed \$112,718.00, be and is hereby accepted.

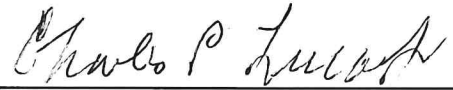
Section 3. That the General Manager, Chief Executive Officer of the Authority be and she is authorized to amend the agreement with Special Counsel, Inc. to include these additional services.

Section 4. That the increase shall be payable from the General Fund, Legal Department budget in an amount not to exceed \$42,718.00, for a total contract amount not to exceed \$112,718.00.

Section 5. That all other terms and conditions of said contract shall remain unchanged.

Section 6. That this resolution shall become effective immediately upon its adoption.

Adopted: March 23, 2021



President

Attest: 

Interim Secretary-Treasurer



TITLE/DESCRIPTION: CONTRACT: RATIFYING AN INCREASE AND AUTHORIZING AN EXTENSION TO SMALL PURCHASE CONTRACT TO PROVIDE ADDITIONAL TEMPORARY LEGAL SERVICES VENDOR: SPECIAL COUNSEL, INC. AMOUNT: NTE \$42,718.00 FOR A TOTAL CONTRACT AMOUNT NTE \$112,718.00	Resolution No.: 2021-27
	Date: March 18, 2021
	Initiator: Legal Department
ACTION REQUEST: <input checked="" type="checkbox"/> Approval <input type="checkbox"/> Review/Comment <input type="checkbox"/> Information Only <input type="checkbox"/> Other _____	

- 1.0 **PURPOSE/SCOPE:** This action will ratify the General Manager, Chief Executive Officer's execution of an increase to a small purchase contract with Special Counsel, Inc. and to extend the existing agreement through April 1, 2021.

- 2.0 **DESCRIPTION/JUSTIFICATION:** The Authority identified the need to temporarily augment its staff to support continued in-house legal services to the Authority during the pandemic. Public transportation is an essential service provided by the Authority for the region. Consequently, Authority operations and the need to support those operations continued during the pandemic. Due to COVID-19, staff were required to seek leave from work due to illness, quarantines, child care issues and other COVID-19 related accommodations. On September 15, 2020, a competitively negotiated small purchase agreement was entered into with Special Counsel, Inc. to provide temporary legal services. Due to the ongoing workplace challenges caused by the pandemic, additional temporary legal services are required under this agreement until a new contract can be executed.

- 3.0 **PROCUREMENT BACKGROUND:** The Authority entered into a small purchase agreement with Special Counsel, Inc. to provide temporary legal services, at negotiated bill rates, in an amount not to exceed \$70,000.00. Additional services were required to ensure continuity of those legal services as the pandemic continues. That additional work was in excess of the General Manager's authority. In accordance with established Procurement procedures, on March 5, 2021, the General Manager, Chief Executive Officer notified the acting President of the Board of Trustees, Rev. Charles P. Lucas, of the need to take action immediately and advised him that she would request ratification of the action at the next Board of Trustees meeting. Due to the ongoing impact of the pandemic on the workplace and the need to provide uninterrupted, in-house legal services, the Authority has determined that additional temporary legal services are required while a new contract can be negotiated and executed. Special Counsel, Inc. offered to provide these additional services in an amount not to exceed \$42,718.00, at the original negotiated bill rates, resulting in a new total amount not to exceed \$122,718.00.

 The Procurement Department performed a cost analysis and determined the proposal from Special Counsel, Inc. to provide additional temporary legal services, after negotiations, to be fair and reasonable to the Authority.

- 4.0 **AFFIRMATIVE ACTION/DBE BACKGROUND:** No Affirmative Action review or DBE participation goal was considered for the proposed contract increase because the additional legal services represent a continuation of specialized and confidential work already in process.

- 5.0 **POLICY IMPACT:** Does not apply.

- 6.0 ECONOMIC IMPACT: This increase and amendment shall be payable from the General Fund, Legal Department budget in an amount not to exceed \$42,718.00 resulting in a total contract amount not to exceed \$112,718.00.
- 7.0 ALTERNATIVES: Reject this ratification. Rejection of this ratification and extension will leave the Authority's Legal Department without the resources necessary to provide continuous in-house legal services to fully support the Authority's operations and services during the COVID-19 pandemic.
- 8.0 RECOMMENDATION: It is recommended that this increase and amendment be accepted and the resolution passed authorizing the General Manager, Chief Executive Officer to ratify the contract.
- 9.0 ATTACHMENTS: None.

Recommended and certified as appropriate to the availability of funds, legal form and conformance with the Procurement requirements.



General Manager, Chief Executive Officer