



DATE: June 18, 2019

TO: Governing Board, Intermodal Container Transfer Facility Joint Powers Authority

FROM: Richard D. Cameron, Executive Director

SUBJECT: First Amendment to Contract with Macias, Gini & O'Connell LLP

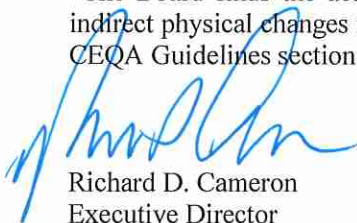
The proposed first amendment to the contract with Macias, Gini & O'Connell LLP (MGO) is for continued support with financial statement audits, Agreed-Upon Procedures, Financial Statement Audit and Account Reports and Working Paper services related to the Intermodal Container Transfer Facility (ICTF) Modernization and Expansion Project.

The MGO contract amendment would provide two one-year options to extend the term of the MGO contract to a maximum of five years and adjust the compensation for services for fiscal years ending June 30, 2019 and 2020, with no change to the maximum compensation of \$150,000.

It is recommended that the ICTF JPA Board approve the contract amendment providing two one-year options to extend the term of the MGO contract with no change to the maximum compensation.

It is also recommended that the Board make the following finding:

"The Board finds the activity is administrative activity that will not result in direct or indirect physical changes in the environment, and, as such, is not a "project" as defined by CEQA Guidelines section 15378."



Richard D. Cameron
Executive Director

FIRST AMENDMENT TO AGREEMENT BETWEEN
THE INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY AND
MACIAS GINI & O'CONNELL LLP

This First Amendment to Agreement dated for reference purposes as of December 10, 2014, is entered into between the INTERMODAL CONTAINER TRANSFER FACILITY JOINT POWERS AUTHORITY, a Joint Powers Authority ("ICTF") and MACIAS GINI & O'CONNELL LLP, a California Limited Liability Partnership, 777 S. Figueroa Street, Suite 2500 ("Consultant").

WHEREAS, ICTF and Consultant entered into an Agreement dated July 19, 2016 ("Agreement") for Consultant to provide professional, scientific, expert or technical services ("Consultant Services") to assist the ICTF to conduct annual independent financial audits and certain other agreed-upon procedures ("Project"), for a term of one year and maximum compensation of \$150,000; and

WHEREAS, the parties desire to add two one-year options to extend the term up to a maximum of five (5) years, and adjust the compensation for Consultant Services for the extended terms for fiscal years ending June 30, 2019 and 2020, with no change to the maximum compensation of \$150,000.

NOW, THEREFORE, IT IS MUTUALLY AGREED that the Agreement is hereby amended as follows:

1. Subsection B.1 of Section III is amended to read:

"1. The Executive Director has the option to renew the term of the Agreement for (4) consecutive renewal periods of one (1) year each, for a total Agreement term not to exceed five (5) years from the effective date. Exercise of the option to renew shall be by written notice from the Executive Director to Consultant prior to the end of the current term of the Agreement; or"

2. Subsection A. of Section V is amended to add the following sentence:

"Exhibit B-1, Compensation, for the fiscal years ending June 30, 2019 and 2020, is attached hereto and made a part of Exhibit B hereof."

4. "Exhibit B-1" to the Agreement, describing Compensation, Rates and Fees for the fiscal years ending 2019 and 2020, attached hereto, shall be added to Exhibit B to the Agreement.

Except as amended herein, all remaining terms and conditions of the Agreement as previously amended shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this First Amendment to Agreement on the date to the left of their signatures.

THE INTERMODAL CONTAINER
TRANSFER FACILITY JOINT POWERS
AUTHORITY, a Joint Powers Authority


Dated: _____


By _____
Richard Cameron
Executive Director

Attest: _____
Elena Flores, Board Secretary

Dated: 06/03/2019

MACIAS GINI & O'CONNELL LLP

By 
James V. Godsey, Partner
(Print/type name and title)

Attest 
Crystal Stephens Administrative
(Print/type name and title) ASSISTANT

APPROVED AS TO FORM AND LEGALITY

June 11, 2019



JANNA B. SIDLEY,
ICTF General Counsel

EXHIBIT B-1

Amendment No. 1

**COMPENSATION,
RATES AND FEES**

Fiscal Year Ended on June 30:	2019	2020
Audit of the financial statements of the Intermodal Container Transfer Facility Joint Powers Authority (Authority)	\$ 11,702	\$ 12,053
Agreed-Upon Procedures on the Authority's calculation of Net Facility Revenues	4,681	4,821
Total Fees	\$ 16,383	\$ 16,874

The hourly rates for audit staff members are as follows:

Fiscal Year Ended on June 30:	2019	2020
Engagement Partner	\$ 289.00	\$ 298.00
Technical Review Partner	289.00	298.00
Engagement Manager	206.00	212.00
Senior Associate	113.00	116.00
Associate	87.00	90.00
Administrative Support Personnel	72.00	74.00