

***Amendment 2 to
Contract with Olson
Remcho LLP for
General Counsel and
Other Legal Services***

**JPB Finance Committee
October 27, 2025**



Staff Recommendation

- Staff recommends that the Board of Directors (Board) of the Peninsula Corridor Joint Powers Board (JPB):
 1. Authorize Amendment No. 2 to Agreement 21-J-P-020 for General Counsel and Other Legal Services to:
 - a. Extend the contract for an additional five years from May 10, 2026, to May 9, 2031.
 - b. Increase the capacity amount by \$14,000,000, from \$12,000,000 to a new not-to-exceed amount of \$26,000,000.
 2. Authorize the Executive Director or designee to execute the contract amendment with Olson Remcho LLP in a form approved by legal counsel.

Background

- **August 2020:** Board adopts resolution to appoint an independent counsel to represent the JPB.
- **November 2020:** Board approves recommendation from JPB Governance Process Ad Hoc Committee on General Counsel Selection for procurement of a law firm to manage the provision of legal services to the JPB.

Contract Award

- **December 2020:** Request for Proposals issued for a period of *10* years. Staff received responses from three firms.
- **May 2021:** Contract awarded for 5-year period to Olson Remcho LLP to provide general counsel legal services.
 - Contract Details
 - Three-year base term, \$6M capacity
 - Two one-year options, \$2M each
 - Five years of RFP-capacity remaining
 - Contract used for all operating and capital legal issues, and Olsen Remcho often uses its contract capacity to sub specialized legal services (e.g., environmental).

Contract Amendment 1

- **April 2024:** Amendment 1 passed by the Board to:
 - Increase total contract capacity from \$10M to \$12M over the 5-year contract period (3-year base term + 2x 1-year options)
 - Exercise the 2x 1-year options
 - Approve an amendment to Olson Remcho's hourly fees.

Contract Amendment 2 – Proposed

- To ensure uninterrupted provision of legal services, staff recommends amending the existing contract to:
 - **Extend the term for an additional five years**
 - Original Base + Options: 5/10/2021-5/9/2026
 - Proposed Extension: 5/10/2026-5/10/2031
 - **Increase contract capacity by \$14M** from \$12M (per Amendment 1) to \$26M total
 - \$2.8M capacity per annum
 - Caltrain staff continue to seek to refine processes to use Legal services prudently and judiciously.

Contract Amendment 2 – Proposed, cont'd

- **Term Extension**

- The original RFP was written for 10 years, but the contract was written for 5 (3+2). The contract can be extended for the remaining balance of the RFP term, as Olson Remcho was found to be responsive to the original 10-year term.
- Olson Remcho LLP has provided satisfactory services to the JPB over the initial term. Staff believes it is in the JPB's best interest to continue their service.

Contract Amendment 2 – Proposed, cont'd

- **Capacity Increase**

- Original Base Term budgeted \$2M spend/year.
- Amendment 1 in April 2024 increased planned spend to \$2.5M/year.
- Based on current trend, go-forward run rate is \$2.8M/year, or \$14M over proposed 5-year extension term.
- There is no proposed hourly rate increase at this time.
- Caltrain staff continue to seek refine processes to use Legal services prudently and judiciously.

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