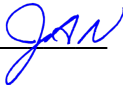


DRAFT 11/08/22 

**THIRD AMENDMENT TO
OUTSIDE COUNSEL SERVICES AGREEMENT
BETWEEN THE CITY OF SUNNYVALE AND DOWNEY BRAND, LLP
(San Francisco Baykeeper v. City of Sunnyvale)**

THIS THIRD AMENDMENT TO OUTSIDE COUNSEL AGREEMENT, hereinafter referred to as “Agreement” between the CITY OF SUNNYVALE (“City”), a California chartered municipal corporation and DOWNEY BRAND, LLP, a California limited liability partnership, (“Outside Counsel), is entered into this _____ day of _____, 20____.

RECITALS

WHEREAS, City and Outside Counsel desire to amend the Agreement to increase the amount of total compensation allowed.

NOW, THEREFORE, the parties agree to amend the Agreement as follows:

1. Section 3.0 is hereby amended to read as follows:

3.0 COMPENSATION, REIMBURSEMENT AND METHOD OF PAYMENTS.

3.1 Compensation. Fees for all legal services provided hereunder shall be charged in accordance with Revised Exhibit “A” which is attached and incorporated by reference. Revised Exhibit “A” may be amended, from time to time, to alter fees and charges applicable hereto provided that a letter agreement is duly signed and approved by the City Attorney. The total amount of fees and expenses shall not exceed \$750,000. Outside Counsel shall notify the City prior to incurring billable costs in excess of 95% of the not-to-exceed amount.

2. Second Revised Exhibit A, “Fee Schedule” is amended to read as shown in Second Revised Exhibit A, attached and incorporated into this Third Amendment.

3. All of the terms and conditions of the Second amended Agreement not specifically modified by this Amendment shall remain in full force and effect.

WITNESS THE EXECUTION HEREOF on the day and year first written above.

CITY OF SUNNYVALE, a California
chartered municipal corporation

DOWNEY BRAND, LLP, a California limited
liability partnership

By _____
JOHN A. NAGEL
City Attorney

By _____
MELISSA A. THORME
Partner

Dated: _____

Dated: _____

REVISED EXHIBIT A

FEE SCHEDULE

HOURLY RATES

Melissa Thorne, Partner	\$415 per hour (discounted for municipal rate)
John McCarron, Partner	440 per hour (discounted for municipal rate)
Partners	\$390-\$625 per hour
Associates	\$250-\$410 per hour (depending on year/office)
Paralegals	\$245 per hour
Clerks	\$140 per hour