

**THIRD AMENDMENT TO
OUTSIDE COUNSEL SERVICES AGREEMENT
BETWEEN THE CITY OF SUNNYVALE AND
RANKIN STOCK HEABERLIN
(Gorla v. City of Sunnyvale)**

THIS THIRD AMENDMENT TO OUTSIDE COUNSEL AGREEMENT is entered into this _____ day of _____, 2016, by the CITY OF SUNNYVALE (“City”), a municipal corporation and RANKIN STOCK HEABERLIN, engaged in the practice of law in California (“Outside Counsel”).

RECITALS

WHEREAS, on March 19, 2014, City and Outside Counsel entered into an agreement entitled, “Outside Counsel Services Agreement between the City of Sunnyvale and Rankin Stock Heaberlin (Gorla v. City of Sunnyvale)” (“Agreement”); and

WHEREAS, the Agreement was amended on January 26, 2015 (“First Amendment”), and July 8, 2015 (“Second Amendment”), to increase the total compensation allowed to \$100,000, in the First Amendment, and to \$150,000 in the Second Amendment; and

WHEREAS, City and Outside Counsel desire to amend the amended Agreement to increase the compensation amount by \$100,000, for a total compensation amount not to exceed \$250,000;

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 Exhibit “A” which is attached and incorporated by reference. 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 \$250,000.00. Outside Counsel shall notify the City prior to incurring billable costs in excess of 95% of the not-to-exceed amount.

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

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

CITY OF SUNNYVALE, a municipal
corporation

RANKIN STOCK HEABERLIN, a
professional corporation

By _____
JOHN A. NAGEL
City Attorney

By _____
DAVID J. STOCK
Partner

Dated: _____

Dated: _____

EXHIBIT A
FEE SCHEDULE

HOURLY RATES

Partners	\$175
Associates	\$160
Clerks, Paralegals	\$110