

AMENDMENT NO. 2 TO LEGAL SERVICES AGREEMENT

THIS AMENDMENT is made and entered into effective as of the 12th day of March 2024 (“Effective Date”), by and between the CITY OF TACOMA, a municipal corporation of the State of Washington (hereinafter called the “CITY”) and Davis Wright Tremaine LLP, (hereinafter called “LAW FIRM”).

WHEREAS following Direct Solicitation and Negotiation CITY and LAW FIRM entered into an Agreement for Legal Services, with an effective date of October 30, 2018, for the purpose of providing legal services regarding the Western Metal Industry Pension Fund supplemental pension benefits as set forth in Exhibit A to the Agreement, in the not to exceed amount of \$200,000; and

WHEREAS effective October 16, 2019, CITY and LAW FIRM entered into Amendment No. 1 to the Agreement, for the purpose of modifying the Scope of Services to include the services and deliverables as set out in Exhibit A-1 to the Agreement; and

WHEREAS CITY and LAW FIRM wish to enter into Amendment No. 2 to the Agreement for the purpose of supplementing the Scope of Services for Law Firm to provide legal services related to the Western Metals Industry Pension Fund, as set out in Exhibit A-2 to the Agreement, attached hereto and incorporated herein, in order to update the billing rates as shown in Exhibit B-1, and to increase the compensation allowed under the Agreement by the amounts set forth On Exhibit A-2.

NOW, THEREFORE, in consideration of the mutual promises and obligations hereinafter set forth, the parties agree as follows:

1. The Scope of Services, authorized under Exhibits A and A-1 of the Agreement, is hereby amended to include the services and deliverables described in Exhibit A-2 attached hereto and incorporated herein.
2. The Agreement is hereby amended in order to update the billing rates set forth in Exhibit B-1 to this Amendment.
3. The compensation authorized under the Agreement is increased to the amounts set forth on Exhibit A-2.
4. All other terms of the Agreement, together with all Exhibits, are hereby ratified and shall remain in full force and effect, unaltered by this Amendment.

Should this Amendment be executed after the Effective Date noted above, all terms and conditions herein shall operate retroactively to Effective Date.

IN WITNESS WHEREOF, the Parties hereto have accepted and executed this Amendment, as of the Effective Date stated above. The undersigned Contractor representative, by signature below, represents and warrants they are duly authorized to execute this legally binding Amendment for and on behalf of Law Firm.

CITY OF TACOMA

DocuSigned by:

Hyun Kim

449A5F4EABC3452...

Signature:

Name:

Hyun Kim

Title:

Acting City Manager

Date:

4/9/2024

LAW FIRM

DocuSigned by:

Richard Birmingham

70F07E5BC5BD43E...

Signature:

Name:

Richard Birmingham

Title:

Attorney

Date:

4/8/2024

(City of Tacoma use only - blank lines are intentional)

Director of Finance:

AC

Andrew Cherullo

Deputy/City Attorney (approved as to form):

CAC

Cheryl A Comer

Approved By:

ALM

Alan L Matheson

Approved By: _____

Approved By: _____

Approved By: _____

Approved By: _____

Approved By: _____

Approved By: _____

Approved By: _____

EXHIBIT “A-2”

SCOPE OF SERVICES

The Law Firm was originally engaged to represent the City of Tacoma with respect to strategy, and negotiations regarding the Western Metal Industry Pension Fund withdrawal liability and associated matters. The original budget for the Strategy was \$200,000.

Subsequently, the matter went to arbitration. For the arbitration it was necessary to increase the budget from \$200,000 to \$400,000.

The Law Firm prevailed at arbitration and the withdrawal liability was reduced by approximately \$30 million dollars. The City was also to be given credit for the 9 payments of \$167,790 previously made, an immediate savings of \$1.5 million dollars. In addition, the City was not required to make any of the 25 payments of \$167,790, for a total savings of \$4,194,750.

A new federal District Court case was filed in January of 2024 to enforce the arbitration award. The Pension Fund has filed a counterclaim to vacate the award. As previously indicated, the award results in a cash flow savings to the City of Tacoma of \$4,194,750. It is now necessary to establish a separate budget for this federal District Court action. The budget for this new litigation shall not exceed \$350,000, without the written consent of the City. The Law Firm's billing rates for this new litigation are set forth on B-1.

EXHIBIT “B-1”

BILLING RATES Effective April 1, 2024

Richard Birmingham	\$800/hour
Christine Hawkins	\$775/hour
Kara Maddalena	\$750/hour
Lauren Nelson	\$550/hour
Paralegal	\$450/hour

Certificate Of Completion

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Rebecca Lewis

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TACOMA, WA 98402

Time Zone: (UTC-08:00) Pacific Time (US & Canada)

rlewis4@cityoftacoma.org

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Alan L Matheson

amatheson@cityoftacoma.org

Assistant Superintendent

Security Level: Email, Account Authentication
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Cheryl A Comer

ccomer@cityoftacoma.org

Security Level: Email, Account Authentication
(None)

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Andrew Cherullo

ACherullo@cityoftacoma.org

Finance Director

Security Level: Email, Account Authentication
(None)

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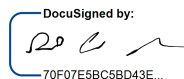
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Richard Birmingham

RichBirmingham@dwt.com

Attorney

Davis Wright Tremaine LLP

Security Level: Email, Account Authentication
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Editor Delivery Events	Status	Timestamp
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Intermediary Delivery Events	Status	Timestamp
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Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
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Completed	Security Checked	4/9/2024 8:40:36 AM
Payment Events	Status	Timestamps
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ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, City of Tacoma (SAP) (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through your DocuSign, Inc. (DocuSign) Express user account. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to these terms and conditions, please confirm your agreement by clicking the 'I agree' button at the bottom of this document.

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At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. For such copies, as long as you are an authorized user of the DocuSign system you will have the ability to download and print any documents we send to you through your DocuSign user account for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. To indicate to us that you are changing your mind, you must withdraw your consent using the DocuSign 'Withdraw Consent' form on the signing page of your DocuSign account. This will indicate to us that you have withdrawn your consent to receive required notices and disclosures electronically from us and you will no longer be able to use your DocuSign Express user account to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through your DocuSign user account all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact City of Tacoma (SAP):

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: charles.blankenship@ci.tacoma.wa.us

To advise City of Tacoma (SAP) of your new e-mail address

To let us know of a change in your e-mail address where we should send notices and disclosures electronically to you, you must send an email message to us at

charles.blankenship@ci.tacoma.wa.us and in the body of such request you must state: your previous e-mail address, your new e-mail address. We do not require any other information from you to change your email address..

In addition, you must notify DocuSign, Inc to arrange for your new email address to be reflected in your DocuSign account by following the process for changing e-mail in DocuSign.

To request paper copies from City of Tacoma (SAP)

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an e-mail to charles.blankenship@ci.tacoma.wa.us and in the body of such request you must state your e-mail address, full name, US Postal address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with City of Tacoma (SAP)

To inform us that you no longer want to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your DocuSign account, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
 - ii. send us an e-mail to charles.blankenship@ci.tacoma.wa.us and in the body of such request you must state your e-mail, full name, IS Postal Address, telephone number, and account number. We do not need any other information from you to withdraw consent..
- The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none">•Allow per session cookies•Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection

** These minimum requirements are subject to change. If these requirements change, we will provide you with an email message at the email address we have on file for you at that time providing you with the revised hardware and software requirements, at which time you will

have the right to withdraw your consent.

Acknowledging your access and consent to receive materials electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please verify that you were able to read this electronic disclosure and that you also were able to print on paper or electronically save this page for your future reference and access or that you were able to e-mail this disclosure and consent to an address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format on the terms and conditions described above, please let us know by clicking the 'I agree' button below.

By checking the 'I Agree' box, I confirm that:

- I can access and read this Electronic CONSENT TO ELECTRONIC RECEIPT OF ELECTRONIC RECORD AND SIGNATURE DISCLOSURES document; and
- I can print on paper the disclosure or save or send the disclosure to a place where I can print it, for future reference and access; and
- Until or unless I notify City of Tacoma (SAP) as described above, I consent to receive from exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to me by City of Tacoma (SAP) during the course of my relationship with you.