

REPORT

To the Honorable Mayor and City Council
From the City Manager

April 27, 2009

SUBJECT

Modification of terms in the proposed professional services agreement with Keyser Marston Associates, Inc.

RECOMMENDATION

Approve, by motion, a modification to terms regarding ownership of documents in the agreement with Keyser Marston Associates, Inc., for economic impact analysis pertinent to the Stanford in Redwood City Project.

BACKGROUND

On March 23, 2009, Council approved the agreement with Keyser Marston Associates to provide economic impact analysis for the "Stanford in Redwood City" project. Since that time, Keyser Marston has requested a modification to the terms of the agreement regarding ownership of documents. Keyser Marston Associates wishes to except computer models they develop from the work product that becomes the property of the city. The models are considered proprietary by the consultant.

Staff did not intend to receive ownership of the models developed by the consultant as Keyser Marston is not being paid to develop a model. Rather, the city's data will be processed by Keyser Marston's model. The work product that staff expects to own are the results of this process. The City Attorney does not find this request unusual or objectionable. As well, this same exception has been granted by the city in the past.

ALTERNATIVES


Council may choose not to grant the modification to the terms of the agreement with Keyser Marston as requested.

FISCAL IMPACT

There is no fiscal impact associated with this action.



Maureen Riordan
Senior Planner



Chu Chang, P.E.,
Community Development Services Director

Jill Ekas
Planning Division Manager

Peter Ingram
City Manager

ATTACHMENTS

Amendment No. 1 to Agreement with Keyser Marston Associates, Inc.

RELATED DOCUMENTS IN CITY CLERK'S OFFICE

None

**AMENDMENT NO. 1 TO AGREEMENT FOR REAL ESTATE ADVISORY SERVICES
(Keyser Marston Associates, Inc.)**

This Amendment No. 1 is entered into and effective as of the ____ day of _____, 2009, amending the agreement dated _____ (the "Agreement") by and between the City of Redwood City, a charter city and municipal corporation ("City"), and Keyser Marston Associates, Inc., ("Consultant") (collectively, the "Parties") for the preparation of economic and fiscal impact analyses for the proposed Stanford University project.

RECITALS

A. Keyser Marston Associates, Inc. has requested a modification to paragraph 14, "Ownership of Documents," that would exclude the computer models developed by Keyser Marston from the work product that becomes the property of the City; and

B. The City is amenable to this amendment request.

NOW, THEREFORE, in consideration of these recitals and the mutual covenants contained herein, the Parties agree as follows:

1. Paragraph 14 is hereby amended to read as follows:

"14. Ownership Of Documents. All work product produced by Consultant or its agents, employees, and subcontractors pursuant to this Agreement, with the exception of computer models developed by Consultant, is the property of City. In the event this Agreement is terminated, all work product produced by Consultant or its agents, employees and subcontractors pursuant to this Agreement will be delivered to City pursuant to the termination clause of this Agreement. Consultant will have the right to make one (1) copy of the work product for Consultant's records."

2. All other provisions of the Agreement, as may have been amended from time to time, will remain in full force and effect.

3. All requisite insurance policies to be maintained by Consultant pursuant to the Agreement, as may have been amended from time to time, will include coverage for this Amendment.

(Continued On Next Page)

4. The individuals executing this Amendment and the instruments referenced in it on behalf of Consultant each represent and warrant that they have the legal power, right and actual authority to bind Consultant to the terms and conditions of this Amendment.

CONSULTANT
Keyser Marston Associates, Inc.
55 Pacific Avenue Mall
San Francisco, CA 94111

CITY OF REDWOOD CITY, a charter
city and municipal corporation of the
State of California

*By:

(sign here)

(print name/title)

**By:

(sign here)

(print name/title)

By:

Name/Title _____

ATTEST:

Silvia Vonderlinden, City Clerk

If required by City, proper notarial acknowledgment of execution by Consultant must be attached. If a Corporation, Agreement must be signed by one corporate officer from each of the following two groups.

***Group A.**
Chairman,
President, **or**
Vice-President

****Group B.**
Secretary,
Assistant Secretary,
CFO **or** Assistant Treasurer

Otherwise, the corporation **must** attach a resolution certified by the secretary or assistant secretary under corporate seal empowering the officer(s) signing to bind the corporation.