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Memorandum

TO: Bay Area Toll Authority
 DATE: September 23, 2009
 FR: General Counsel
 W.I.: 1254
 RE: Contract Amendment: Special Litigation Counsel: Orrick, Herrington & Sutcliffe, LLP

The Authority was briefed in closed session regarding the status of the case of *Ambac Financial Services, LLC v. Bay Area Toll Authority*, United States District Court, Southern District of New York, Case No. 09-CV-07062 (Hon. Richard J. Holwell).

Consistent with that discussion, I am requesting the Authority's approval to amend MTC's Bond Counsel/Finance Counsel contract with the law firm of Orrick Herrington & Sutcliffe, LLP, to provide for Orrick to act also as Special Litigation Counsel in the above entitled litigation effective August 10, 2009, the date the litigation was filed, and consistent with the increase in the budget as approved today in BATA Resolution No. 86, Revised.

BATA's initial response to the litigation is due to be filed October 2, 2009.

Francis Chin

FC:rc

REQUEST FOR AUTHORITY APPROVAL

Summary of Proposed Legal Services Contract Amendment

Work Item No.: 1254

Law Firm: Orrick Herrington & Sutcliffe, LLP
San Francisco, CA

Work Project Title: Special Litigation Counsel

Purpose of Project: Assist Office of the General Counsel in the litigation in *Ambac Financial Services, LLC v. Bay Area Toll Authority*, United States District Court, Southern District of New York, Case No. 09-CV-07062 (Hon. Richard J. Holwell)

Project Cost Not to Exceed: \$2,000,000

Funding Source: Bridge Tolls

Fiscal Impact: Subject to Authority's approval of BATA Resolution 86, Revised

Action by Authority: That the Executive Director or his designee is authorized to negotiate and enter into a contract amendment with Orrick, Herrington & Sutcliffe, LLP, to act as Special Litigation Counsel in the above-entitled litigation, effective August 10, 2009, and the Chief Financial Officer is directed to set aside funds for such contract amendment.

Scott Haggerty, Chair

Approved: Date: September 23, 2009