

**CALENDAR ITEM NO.:** 7.4  
**FOR THE MEETING OF:** August 31, 2006

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Authorize the Executive Director to execute Amendment No. 3 (“Amendment”) to the Professional Legal Services Agreement (April 21, 2005, and subsequently amended) (“Agreement”) between the Transbay Joint Powers Authority (“TJPA”) and the law firms of Moscone, Emblidge & Quadra LLP; Shute, Mihaly & Weinberger LLP; Ruiz & Sperow LLP, and Hanson, Bridgett, Marcus, Vlahos & Rudy LLP, (collectively “Attorneys”) to modify any reference in the Agreement pertaining to the review, approval and submission of invoices by the Consortium Counsel on behalf of the Attorneys. Under the Amendment, each individual law firm shall review, approve and submit invoices directly to the TJPA.

**SUMMARY:**

The Agreement refers to Scott Emblidge of Moscone, Emblidge & Quadra, LLP as the “Consortium Counsel.” The agreement states that the “Consortium Counsel shall review and approve all invoices for time and expenses on Request for Service (RFS) assignments for submittal to the Authority for payment.” The TJPA requests a modification of the invoicing procedures described in the Agreement to allow for direct submission by the individual law firms to the TJPA. This Amendment will allow for more timely submission and payment of invoices.

**ENCLOSURES:**

1. Resolution
2. Amendment No. 3

**RECOMMENDATION:**

Staff recommends that the Board of Directors authorize the Executive Director to execute Amendment No. 3 to the Professional Legal Services Agreement with the law firms of Moscone, Emblidge & Quadra LLP; Shute, Mihaly & Weinberger LLP; Ruiz & Sperow LLP, and Hanson, Bridgett, Marcus, Vlahos & Rudy LLP to revise any reference in the Agreement pertaining to the review, approval and submission of invoices by the Consortium Counsel such that each individual law firm shall review, approve and submit invoices directly to the TJPA.

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**Resolution No. \_\_\_\_\_**

WHEREAS, On April 21, 2005, the Transbay Joint Powers Authority (TJPA) Board of Directors unanimously resolved to authorize the Executive Director to execute a Professional Legal Services Agreement (“Agreement”) with the law firms of Moscone, Emblidge & Quadra LLP; Shute, Mihaly & Weinberger LLP; Ruiz & Sperow LLP, and Hanson, Bridgett, Marcus, Vlahos & Rudy LLP, (collectively “Attorneys”); and

WHEREAS, On April 21, 2005, the Executive Director executed the Agreement with Attorneys; and

WHEREAS, As part of the Agreement, TJPA assigned certain responsibilities to the Consortium Counsel, Scott Emblidge of Moscone, Emblidge & Quadra, LLP; and

WHEREAS, The TJPA wishes to relieve the Consortium Counsel from the duty of reviewing, approving and submitting all invoices to the TJPA for payment; and

WHEREAS, The individual law firms have agreed to submit invoices directly to the TJPA for review, approval and payment; now, therefore be it

RESOLVED, That the TJPA Board of Directors authorizes the Executive Director to execute the attached Amendment No. 3 to the Professional Legal Services Agreement with Attorneys, to modify the agreement by revising any reference in the Agreement pertaining to the review, approval and submission of invoices by the Consortium Counsel such that each individual law firm shall review, approve and submit invoices directly to the TJPA.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of August 31, 2006.

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Secretary, Transbay Joint Powers Authority

**AGREEMENT**

**AMENDMENT NO. 03**

**BETWEEN**

**TRANSBAY JOINT POWERS AUTHORITY**

**AND**

**THE LAW FIRMS OF MOSCONE, EMBLIDGE, QUADRA LLP;  
SHUTE, MIHALY & WEINBERGER LLP; RUIZ & SPEROW LLP,  
AND HANSON, BRIDGETT, MARCUS, VLAHOS & RUDY LLP**

**FOR**

**PROFESSIONAL LEGAL SERVICES**

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**Agreement Amendment No. 03**  
**Between**  
**The Transbay Joint Powers Authority**  
**And**  
**The Law Firms of Moscone, Emblidge, Quadra, LLP; Shute, Mihaly & Weinberger, LLP; Ruiz & Sperow, LLP, and Hanson, Bridgett, Marcus, Vlahos & Rudy, LLP**  
**for**  
**Professional Legal Services**

THIS AMENDMENT to the AGREEMENT is entered into as of the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ by and between the TRANSBAY JOINT POWERS AUTHORITY (“Authority”) and the law firms of Moscone, Emblidge & Quadra LLP; Shute, Mihaly & Weinberger LLP; Ruiz & Sperow LLP; and Hanson, Bridgett, Marcus, Vlahos & Rudy LLP (collectively “Attorneys”).

**Recitals**

A. On April 21, 2005, the Authority Board of Directors adopted Resolution No. 05-007, which authorized the Executive Director to execute the original Agreement for professional legal services by Attorneys for the Authority. On that date, the Executive Director and Attorneys executed the Agreement.

B. On July 21, 2005, the Authority Board of Directors approved Agreement Amendment No. 1, and on March 16, 2006 the Authority Board of Directors approved Agreement Amendment No. 2.

C. The Authority wishes to modify the Agreement by Amendment No. 3, modify the procedures for the review, approval and submission of invoices to the Authority.

D. Authority and Attorneys intend that this Agreement comply with the regulations of the Federal Transit Administration of the United States Department of Transportation.

Now, THEREFORE, the parties agree as follows:

**Terms and Conditions**

The Agreement between the Authority and Attorneys, which was executed by the parties on April 21, 2005, is amended as follows:

1. Section 4 (e), “Consortium Counsel shall review and approve all invoices for time and expenses on RFS assignments for submittal to the Authority for payment,” shall be stricken from the Agreement.
2. Section 7, second paragraph, “Invoices for time and expenses shall not be payable unless approved and submitted to the Authority by Consortium Counsel,” shall be stricken from the Agreement.
3. Section 25 shall be modified to add:

Ellen J. Garber  
Shute, Mihaly & Weinberger LLP  
396 Hayes Street  
San Francisco, CA 94102  
Celia Ruiz

David Miller  
Hanson, Bridgett, Marcus, Vlahos & Rudy, LLP  
333 Market St., 2<sup>nd</sup> Floor  
San Francisco, CA 94105

Ruiz & Sperow, LLP  
2000 Powell St. # 1655  
Emeryville, CA 94608

4. In any other instance where there is reference to the review, approval, and submission of invoices by the Consortium Counsel on behalf of the Attorneys, that reference shall be changed to allow each Attorney to review, approve, and submit invoices directly to the Authority.
5. All other terms, covenants, and conditions in the original Agreement shall remain in full force and effect and shall be applicable to this Amendment.

The individuals executing this Amendment to the Agreement represent and warrant that they have the legal capacity and authority to do so on behalf of their respective legal entities.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 03 to the Agreement on the day first mentioned above.

TRANSBAY JOINT POWERS AUTHORITY

\_\_\_\_\_  
Maria Ayerdi  
Executive Director

Transbay Joint Powers Authority  
Board of Directors  
Resolution No. \_\_\_\_\_  
Adopted: \_\_\_\_\_  
Attest:

\_\_\_\_\_  
Secretary, TJPA Board

Approved as to Form:

Dennis J. Herrera, City Attorney

By \_\_\_\_\_  
Deputy City Attorney

MOSCONE, EMBLIDGE & QUADRA LLP

SHUTE, MIHALY & WEINBERGER LLP

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Federal Employer ID Number

\_\_\_\_\_  
Federal Employer ID Number

RUIZ & SPEROW LLP

HANSON, BRIDGETT, MARCUS,  
VLAHOS & RUDY LLP

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Federal Employer ID Number

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Federal Employer ID Number