



**Orrick, Herrington & Sutcliffe LLP**

The Orrick Building  
405 Howard Street  
San Francisco, CA 94105-2669

+1 415 773 5700

[orrick.com](http://orrick.com)

October 9, 2018

City of Carson  
701 Carson Street  
Carson, CA 90745

Carson Reclamation Authority  
701 Carson Street  
Carson, CA 90745

Re: Carson Fashion Outlets of Los Angeles

Dear Sirs and Madams:

This letter supplements the March 29, 2018 engagement letter (together with the Standard Terms of Engagement attached thereto, the "Agreement") from Orrick, Herrington & Sutcliffe LLP ("Orrick") to the addressees of this letter (the "Carson Entities") related to the financing of certain site work required for construction of the Carson Fashion Outlets of Los Angeles.

The financing plan now includes a validation action (pursuant to California Code of Civil Procedure Section 860 et seq) (the "Validation Action") to be brought by the City of Carson to validate the Cooperation Agreement, Conveyancing Agreement and Development Agreement and thereby establish the authority of the Carson Entities, that the City payment obligation under the Cooperation Agreement is not a debt and certain other matters.

The purpose of this letter is to expand the scope of services to be performed by Orrick listed in the Agreement to include work related to the Validation Action and to confirm that the Carson Entities will cause the Developer to pay and the Developer agrees to pay Orrick's fees and expenses for such additional services on the same basis as the other services provided for in the Agreement at the hourly rates set forth in the Agreement (and as such rates may be changed after December 31 for services performed after that date). In addition to the attorneys listed in the Agreement, the principal attorney who will be working on Validation Action related matters is Mike Weed, whose 2018 billing rate is \$880.

Except as set forth above in this letter, the terms of the Agreement are hereby ratified and confirmed, and the Agreement, as supplemented by this letter, shall remain in full force and effect.

City of Carson  
Carson Reclamation Authority  
October 9, 2018  
Page 2



If the foregoing is satisfactory, please execute a copy of the letter and return it to me.

Very truly yours

ORRICK, HERRINGTON & SUTCLIFFE LLP

By Rayn L. Davis

ACKNOWLEDGED AND AGREED TO:  
CARSON RECLAMATION AUTHORITY

By \_\_\_\_\_

CITY OF CARSON

By \_\_\_\_\_



The undersigned, CAM-Carson LLC (the “Developer”), agrees that all fees and expenses of Orrick for the legal services to the Carson Entities described in the Agreement, as supplemented by this letter, shall be paid by the Developer. The Carson Entities shall have no responsibility for the payment of fees and expenses.

In performing the services described in this Agreement, Orrick will act as counsel to the Carson Entities with respect to the execution and delivery of the Transaction Agreements and handling of the Validation Action. It is not the role or responsibility of Orrick to assure that the interests of any parties other than the Carson Entities are addressed or that any conditions to closing the transaction, other than as necessary in Orrick’s judgment to render any opinion rendered by Orrick have been satisfied or addressed. Although Developer has agreed to pay and will pay Orrick’s fees and costs, ORRICK, HERRINGTON & SUTCLIFFE LLP WILL HAVE NO ATTORNEY-CLIENT RELATIONSHIP WITH, OR FIDUCIARY OR SIMILAR DUTY OF ANY KIND TO THE DEVELOPER OR TO ANY PARTY OTHER THAN THE CARSON ENTITIES IN CONNECTION WITH THE MATTERS COVERED BY THIS AGREEMENT.

ACKNOWLEDGED AND AGREED:

CAM-CARSON LLC, a Delaware limited liability company

By \_\_\_\_\_  
Ann C. Menard  
Executive Vice President,  
Chief Legal Officer  
and Secretary