

**AMENDMENT NO. 1 TO AGREEMENT FOR SPECIAL COUNSEL SERVICES
(BC 15-140)**

This Amendment No. 1 hereby amends the Agreement for Special Counsel Services dated November 4, 2014 between the County of Santa Barbara, a political subdivision of the State of California (hereafter COUNTY), and Orrick, Herrington & Sutcliffe LLP, San Francisco, California (hereafter COUNSEL).

WHEREAS, COUNSEL has been providing legal services as special counsel in connection with a potential Resource Recovery Project; and

WHEREAS, the Agreement is set to expire on November 3, 2015, and the parties wish to extend the term of the Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and conditions contained herein, COUNTY and COUNSEL hereby amend the Agreement as follows:

In Section 11, Term and Termination, November 3, 2015 is replaced with November 3, 2016.

This Amendment No. 1 may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original. All other terms remain in full force and effect.

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Amendment No. 1 to Agreement for Special Counsel Services between the County of Santa Barbara and Orrick, Herrington & Sutcliffe LLP.

IN WITNESS WHEREOF, the parties have executed this Amendment No. 1 to be effective on November 3, 2015.

COUNTY OF SANTA BARBARA

By: _____
Chair, Board of Supervisors

Date: _____

ATTEST:
MONA MIYASATO
CLERK OF THE BOARD

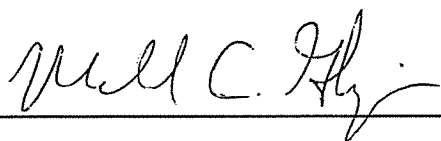
COUNSEL:
ORRICK, HERRINGTON & SUTCLIFFE, LLP

By: _____
Deputy Clerk

By: _____

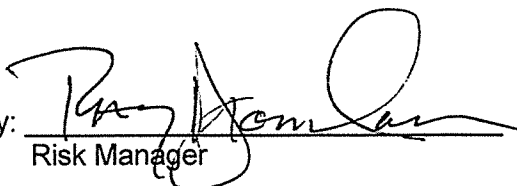
RECOMMENDED FOR APPROVAL
AND APPROVED AS TO FORM:
MICHAEL C. GHIZZONI
COUNTY COUNSEL

APPROVED AS TO ACCOUNTING FORM:
ROBERT W. GEIS, CPA
AUDITOR-CONTROLLER

By: 

By: 
Deputy

APPROVED AS TO FORM:
RAY AROMATORIO,
RISK MANAGER

By: 
Risk Manager

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ATTEST:
MONA MIYASATO
CLERK OF THE BOARD

COUNSEL,
ORRICK, HERRINGTON & SUTCLIFFE, LLP

By: _____
Deputy Clerk

By: John C. Mous

RECOMMENDED FOR APPROVAL
AND APPROVED AS TO FORM:
MICHAEL C. GHIZZONI
COUNTY COUNSEL

APPROVED AS TO ACCOUNTING FORM:
ROBERT W. GEIS, CPA
AUDITOR-CONTROLLER

By: Michael C. Ghizoni

By: Robert W. Geis
Deputy

APPROVED AS TO FORM:
RAY AROMATORIO,
RISK MANAGER

By: Ray Aromatorio
Risk Manager