

**AMENDMENT NO. 1 TO AGREEMENT FOR SERVICES OF
INDEPENDENT CONTRACTOR BETWEEN
THE COUNTY OF SANTA BARBARA AND
KNN PUBLIC FINANCE, LLC**

This **AMENDMENT NO. 1** to the **AGREEMENT** is entered into by and between the:

COUNTY OF SANTA BARBARA, CALIFORNIA, hereinafter referred to as
“**COUNTY**”, and

KNN PUBLIC FINANCE, LLC, hereinafter referred to as “**CONTRACTOR**”.

WHEREAS, **COUNTY** and **CONTRACTOR** have an existing **AGREEMENT** dated April 19, 2016, for the financial advisory services for the issuance of debt for the Tajiguas Resource Recovery project.

NOW, THEREFORE, IT IS AGREED as follows:

I. The **AGREEMENT** is amended to replace **Paragraph A of EXHIBIT B, PAYMENT ARRANGEMENTS** as follows:

A. For **CONTRACTOR** services to be rendered under this Agreement, **CONTRACTOR** shall be paid a total contract amount, including cost reimbursements, not to exceed \$125,000 consisting of:

1. Hourly fees for pre-transaction services with a cap of \$10,000. The hourly fees are at the following rates:

<u>Title</u>	<u>Rate</u>
Managing Director	\$325
Director	\$310
Vice President	\$295
Assistant Vice President	\$245
Associate	\$215
Analyst	\$190

2. For project financing, a fixed fee for Transaction services of \$115,000 including reimbursable expenses. This fixed fee for Transaction services is contingent on the successful sale and closing of the financing.

II. The **AGREEMENT** is amended to increase scope of work in **EXHIBIT A, STATEMENT OF WORK** by adding the following under Transaction services:

- Assist in developing application for New Clean Renewable Energy Bonds (CREB) and determine qualifying bond amounts for these bonds. Present various CREBs method of sale alternatives to the COUNTY.
- Assist with changes to the terms and conditions of the Material Delivery Agreements needed to conform to covenants and requirements under the bond documents, and participate in calls with participating cities.
- Assist the COUNTY in devising the jurisdictional rate stabilization fund and the bondholder's rate stabilization fund.

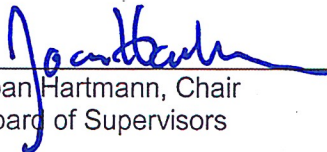
III. Except as provided herein, said **AGREEMENT** shall continue in full force and effect.

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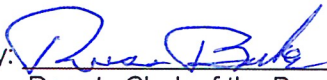
IN WITNESS WHEREOF, the parties have executed this **AMENDMENT NO. 1** to be effective on the date executed by **COUNTY**.

COUNTY OF SANTA BARBARA

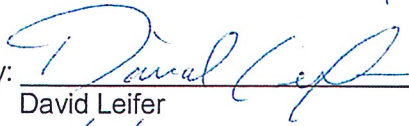
By: 
Joan Hartmann, Chair
Board of Supervisors

Date: 2/14/17

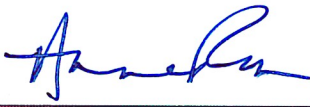
ATTEST:
MONA MIYASATO,
COUNTY EXECUTIVE OFFICER
CLERK OF THE BOARD

By: 
Deputy Clerk of the Board

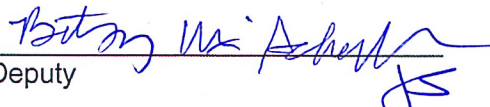
CONTRACTOR:
KNN Public Finance, LLC

By: 
David Leifer
2/2/17

APPROVED AS TO FORM:
MICHAEL GHIZZONI
COUNTY COUNSEL

By: 
Deputy County Counsel

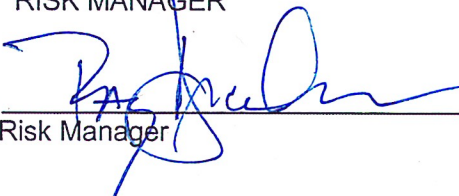
APPROVED AS TO ACCOUNTING FORM:
THEO A. FALLATI, CPA
AUDITOR-CONTROLLER

By: 
Deputy

RECOMMENDED FOR APPROVAL
TREASURER'S OFFICE

By: 
County Treasurer-Tax Collector

APPROVED AS TO FORM:
RAY AROMATORIO, ARM, AIC
RISK MANAGER

By: 
Risk Manager