



BOARD OF SUPERVISORS  
AGENDA LETTER

Agenda Number:

Clerk of the Board of Supervisors  
105 E. Anapamu Street, Suite 407  
Santa Barbara, CA 93101  
(805) 568-2240

**Department Name:** County Counsel  
**Department No.:** 013  
**For Agenda Of:** December 13, 2022  
**Placement:** Administrative  
**Estimated Time:** N/A  
**Continued Item: If** No  
**Yes, date from:**  
**Vote Required:** 4/5thS

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**TO:** Board of Supervisors  
**FROM:** County Counsel Rachel Van Mullen<sup>T</sup> County Counsel (805) 568-2950  
Contact Info: Amber Holderness, Chief Assistant (805) 568-2950  
**SUBJECT:** Approve First Amendment to Agreement for Professional Legal Services with  
Outside Counsel Wilmer Cutler Pickering Hale & Dorr LLP

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**County Counsel Concurrence**

As to form: Yes

Other Concurrence: Risk Management

As to form: Yes

**Auditor-Controller Concurrence**

As to form: Yes

**Recommended Actions:**

- a) Approve, ratify, and authorize the Chair to execute the attached First Amendment to Agreement for Professional Legal Services between the County of Santa Barbara and Wilmer Cutler Pickering Hale & Dorr LLP, to increase the contract amount by \$200,000 for a total not-to-exceed amount of \$650,000; and
- b) Determine that the above action is not a project under the California Environmental Quality Act (CEQA) pursuant to CEQA Guidelines Sections 15378(b)(4) and 15378(b)(5) because it consists of government administrative or fiscal activities that will not result in direct or indirect physical changes in the environment.

**Summary Text:**

The primary purpose of the Agreement is to provide legal representation and advice on environmental law and compliance matters, including as to the Toro Canyon Oil Water Separator. In October 2021, County Counsel recommended retaining the firm Hanson Bridgett LLP due to its extensive expertise in this highly-specialized area of law. The Hanson Bridgett attorneys handling these matters for the County joined the law firm Wilmer Cutler Pickering Hale & Dorr LLP (WilmerHale) on January 18, 2022. In April 2022, the Board approved a contract with WilmerHale to maintain continuity of services.

This amendment recommends increasing the contract amount to account for the increased and ongoing costs of document review necessary to respond to regulatory requests for information related to the history of the site and compliance matters.

**Performance Measure:** N/A

**Contract Renewals and Performance Outcomes:** N/A

**Fiscal and Facilities Impacts:**

Budgeted: Yes

**Key Contract Risks:**

The Office of County Counsel reviewed the Contract Risk Assessment Worksheet as part of our process. Exhibit A of the Agreement ("Statement of Work") provides that the Board of Supervisors, acting through its County Counsel, expressly retains the authority to direct and control the course and conduct of any litigation, including the exclusive right to make decisions regarding settlement. Negotiations with WilmerHale resulted in changes to the County's standard indemnification and insurance requirements. Risks associated with these changes have been mitigated with input from the applicable departments. The Agreement includes an advance conflicts waiver, which would allow WilmerHale to represent another client whose interests may be adverse to the County's interests in matters that are not substantially similar to environmental law and compliance matters. WilmerHale must notify the County of a future actual conflict and shall not disclose the County's confidential or proprietary information in connection with its representation of another client without the County's written consent.

A Request for Proposals was not required for this selection.

**Staffing Impacts:** None

**Special Instructions:** Please forward a signed copy to Amber Holderness at [aholdemess@countyofsb.org](mailto:aholdemess@countyofsb.org).

**Attachments:** a) First Amendment to Agreement for Professional Legal Services  
b) Agreement for Professional Legal Services

**Authored by:** Amber Holderness, Chief Assistant