

**Attachment:
AMENDMENT NO. 1**

**AMENDMENT NO. 1 TO AGREEMENT FOR PROFESSIONAL LEGAL
SERVICES BETWEEN
THE COUNTY OF SANTA BARBARA AND
STRADLING YOCCA CARLSON & RAUTH, A PROFESSIONAL
CORPORATION**

This **AMENDMENT NO. 1** to the Agreement for Professional Legal Services between the County of Santa Barbara (COUNTY) and Stradling Yocca Carlson & Rauth, a Professional Corporation (ATTORNEY) is hereby entered into by and between COUNTY and ATTORNEY.

WHEREAS, COUNTY and ATTORNEY have an existing Agreement dated July 19, 2016, for disclosure counsel services in connection with the proposed Solid Waste Installment Purchase Revenue Certificates of Participation for the Tajiguas Resource Recovery Project.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, County and Counsel hereby amend the Agreement as follows:

A. Exhibit A, Statement of Work, is amended to add the following items:

10. Review County compliance with prior continuing disclosure obligations; prepare related disclosure for POS.
11. Review multiple drafts of the Feasibility Report; attend calls related thereto and provide comments.
12. Review service agreement, direct agreement, and agreements with MarBorg.
13. Attend weekly working group calls.

B. In Exhibit B, Payment Arrangements, Section A is replaced with the following:

For ATTORNEY services to be rendered under this Agreement, ATTORNEY shall be paid a total contract amount, including cost reimbursements, not to exceed \$81,500.00, which includes fees not to exceed \$80,000.00 and expenses not to exceed \$1,500.00. Payment of fees and expenses is contingent on the issuance and closing of the COPs.

C. In Attachment B-1 (Schedule of Fees), the sentence "Amounts charged to this Agreement shall not exceed \$56,500." is replaced by the following sentence: "Amounts charges to this Agreement shall not exceed \$81,500.00."

Except as provided herein, said Agreement shall continue in full force and effect.

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

COUNTY OF SANTA BARBARA

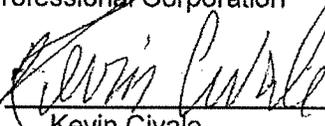
By: _____
Joan Hartmann, Chair
Board of Supervisors

Date: _____

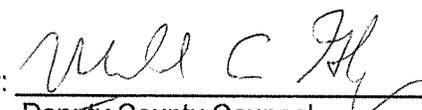
ATTEST:
MONA MIYASATO,
COUNTY EXECUTIVE OFFICER
CLERK OF THE BOARD

By: _____
Deputy Clerk of the Board

ATTORNEY:
Stradling Yocca Carlson & Rauth,
a Professional Corporation

By: 
Kevin Civale

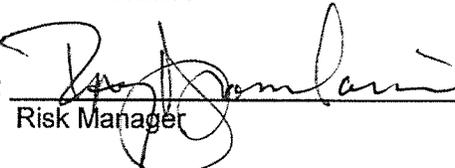
RECOMMENDED FOR APPROVAL
AND APPROVED AS TO FORM:
MICHAEL GHIZZONI
COUNTY COUNSEL

By: 
Deputy County Counsel

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

By: 
Deputy

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

By: 
Risk Manager